

STRONG DENVER, INC.

BYLAWS

January 19, 2024, as amended June 25, 2026

ARTICLE I — *Offices*

1. The principal office of the corporation shall be located within the state of Colorado. The corporation 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 — *Members*

1. Per the corporation's articles of incorporation, Strong Denver has voting members.
2. Any individual residing in or outside of the state of Colorado may become a member of Strong Denver upon payment of annual dues.
3. Members select the corporation's board of directors at the annual membership meeting, as described in article VIII. Additional general membership meetings may be called from time to time.

ARTICLE III — *Board of Directors*

1. The corporation shall have a board of directors consisting of a sole director, elected at large by the membership for a one-year term. The director must be a member of Strong Denver. The director may be re-elected one or more times. A member of the corporation may formally move, with another member seconding, to add to the number of directors at any time; an election to decide this question shall be held within four (4) weeks.
2. Regular elections will be held annually in accordance with the provisions of article VIII. The director's term 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 it by the membership and within the limitations set by these bylaws.
4. 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.
5. Regular board meetings shall be held as dictated by the business needs of the corporation. It shall be normal practice to schedule these regular board meetings to coincide with a meeting of the leadership council, as described in article VI. Special board meetings may be called by any two members of Strong Denver.
6. 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 the director and members of the leadership council.
7. Any board vacancy occurring prior to the annual election shall be filled by a special election of the membership to complete the term.
8. In addition to in-person meetings and votes, meetings and votes of the board may be conducted and voting will be permitted by telephone conference, videoconference, email, group chat, or other agreed-upon electronic means.

ARTICLE IV — *Officers*

1. The corporate offices shall consist of president, 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 on or before July 1, to terms of one year that will begin on July 1 and expire on June 30 of the following year.
3. Officers may be re-elected one or more times.
4. If one individual holds the sole directorship, as well as the three offices, this individual shall be designated the chief administrative officer of the corporation.

ARTICLE V — *Duties of the Officers*

1. The president shall preside at the meetings of the board held in conjunction with leadership council meetings, and shall from time to time report on the activities of the board at Strong Denver community meetings.
2. The secretary shall keep a record of all meetings of the board of directors and of the annual general membership meeting. S/he will also maintain the corporation in good standing with the Colorado secretary of state.
3. 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. S/he will also file tax returns and abide by all rules and regulations of state and federal tax authorities.

ARTICLE VI — *Leads*

1. Strong Denver's day to day activities will be planned and implemented by "leads." These leads may have operational responsibilities, such as strategic communications or information technology, or be defined by subject matter, such as incremental development, safe and productive streets, ending highway expansion, "vision zero," crash analysis, or other initiatives consistent with the mission and vision of Strong Denver. Leads are expected to recruit and coordinate teams to assist in their duties. Collectively, the leads will be referred to as the leadership council.
2. New leads shall be selected by the existing leads collectively, in consultation with the chief administrative officer.
3. The work of the leads will be coordinated by a "lead of leads" who will be selected by consensus of the other leads and the chief administrative officer, and who will be referred to as the leadership council lead.
4. Typically, the leadership council will meet monthly.

ARTICLE VII — *Limits on Liability*

A director, officer or lead of the corporation shall not be personally liable to the corporation or to its members for monetary damages, except for (a) any breach of the duty of loyalty to the corporation or to its members; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) acts specified in Colorado Revised Statutes 7-128-403 (Liability of Directors for Unlawful Distributions) or 7-128-501 (Conflicting Interest Transactions), as amended; or (d) any transaction from which the director derived any improper personal benefit. Any repeal or modification of this article VII shall not adversely affect any right or protection existing at the time of such repeal or modification.

ARTICLE VIII — Elections

1. Elections for the board of directors will generally take place at an annual general membership meeting to be held in spring, before the chief administrative officer's term commences on July 1. The leads and the chief administrative officer will determine the date of this meeting.
2. In advance of the board election, the leadership council lead will solicit nominations for the role of sole director, and organize an electronic vote. Nominations may also be made at the general membership meeting. Any member who has not yet voted electronically may vote in person, and the members' votes will be tallied. The candidate receiving the most votes will be elected to the board of directors.
3. If circumstances make it impossible to hold the annual general meeting in person, a virtual (synchronous or asynchronous) election may be held. Furthermore, in the event of unforeseen emergencies outside of the board and leadership council's control, the general membership meeting may be rescheduled for a later date.

ARTICLE IX — Finances

1. The amount of dues for members shall be determined by the leadership council on a yearly basis. Membership will be renewable on the anniversary of the initial dues contribution. 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. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services by its directors, officers, agents, and employees and to make payments and distributions in furtherance of the purposes. All such compensation must be approved by the leadership council and chief administrative officer.
6. The corporation shall have the power to reimburse its officers and members for any expenses they incur in performing their duties. Any payment of money in an amount less than one-hundred dollars (\$100) may be initiated by the treasurer. Any payment equal to or exceeding one-hundred dollars (\$100) shall first be reviewed by at least one other lead in addition to the treasurer. All payments shall be reviewed by the leadership council at a regular board meeting. Any notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officers or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.
7. 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. At all times, at least one other lead in addition to the treasurer shall be authorized to conduct transactions at the corporation's bank or other financial institution.
8. At the board's discretion, an annual audit of the finances of Strong Denver after the close of the fiscal year may be carried out by a committee of three leads appointed by the president. When directed by the board of directors, a professional audit of the finances of the corporation shall be carried out by an independent auditor.

ARTICLE X — *Conformity with the Internal Revenue Code*

1. Strong Denver is recognized by the Internal Revenue Service as a 501(c)(3), and therefore may not directly or indirectly participate in, or intervene in, any political campaign on behalf

of (or in opposition to) any candidate for elective public office. However, certain voter education activities (including presenting public forums and publishing voter education guides), conducted in a non-partisan manner that does not constitute prohibited political campaign activity, may be engaged in by the corporation. These voter education or registration activities may not (a) favor one candidate over another, (b) oppose a candidate in some manner, or (c) have the effect of favoring a candidate or group of candidates,

2. 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) of the Internal Revenue Service Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Service Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XI — *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, a director or member may waive her/his 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's secretary for inclusion in the minutes or other corporate records.

ARTICLE XII — *Amendment to Bylaws*

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the board of directors, in consultation with the leadership council.

ARTICLE XIII — *Dissolution*

Upon the dissolution of the corporation, distribution of the corporation's assets shall comply with the provisions described in Strong Denver's articles of incorporation.