

## **BY LAWS FOR ENGAGE DEMOCRACY, INC.**

### ARTICLE I. NAME

1. The name of this Society shall be the Engage Democracy, Inc. It shall be a non-profit organization.

### ARTICLE II. NON-PROFIT STATUS

1. This Society shall operate as a non-profit organization in accordance with requirements of 501 ( c)(s) of the Internal Revenue Code and the Non-Profits Section of the Colorado Corporations Act. No part of the net earnings of shall accrue to the benefit of any individual.

2. This Society is a corporation, with the Board as its governing members.

4. a). No part of the income or assets of the corporation shall inure to the benefit of, or be distributed to any of its members, directors, or officers as such, or to any other private persons during the life of the corporation or upon its dissolution or final liquidation. Nothing in this subsection, however, shall be construed to prevent the payment of reasonable compensation to officers of the corporation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in this document.

b). The corporation shall not make loans to its officers, directors, or employees.

c). Notwithstanding any other provision of these articles, the corporation shall not carry on activities not permitted under:

1). Laws of the State of Colorado governing the operation of a Non-Profit Corporation.

### ARTICLE III. OBJECTIVE

Engage Democracy will work to engage citizens in the process of democracy, including interacting with their elected state representatives on individual pieces of legislation, becoming involved in the electoral process, and getting direct access to elected officials.

#### ARTICLE IV. OFFICERS AND EXECUTIVE BOARD OF DIRECTORS

1. The elected officers shall consist of the President, Vice-President, Secretary, and Treasurer.
2. An individual officer can serve in more than one but not more than two elected capacities. However, the President and the Vice-President cannot be the same individual.
3. Elected officers will serve terms of two years.
4. The Executive Board of Directors shall consist of the Officers and anyone designated by a 2/3 majority vote of the officers.
5. The Executive Board of Directors shall control and manage the affairs, funds, property, and expenditures of the corporation, shall carry out its purposes, and shall execute its by-laws.
6. The Board of Directors shall meet as frequently as needed to carry on the business of the corporation. A meeting of the Board of Directors shall be held when requested by any two members of the Board of Directors. The Secretary shall notify all members, including ex-officio, of the time and place of each meeting at least one week in advance. Meetings may be held virtually. The latest available "Robert's Rules of Order" shall govern all meetings.
7. A quorum of the Board of Directors shall consist of two members. In the absence of a quorum, the Board members may propose suggestions for an ensuing meeting, but no actions may be taken until a quorum is present. In the event of a tie, the President's vote is decisive.
8. An elected officer may be removed from his or her position by a 75% vote of the board. If an elected officer is removed or resigns prior to the end of his or her term, the board will nominate a replacement within 7 days and then vote within an additional 14 days.

#### ARTICLE V. ELECTIONS

1. At a date to be determined by the executive board in its first session, the board of directors will take nominations for offices.
2. At a date to be determined by the executive board in its first session, but no later than one month after the nominations are due, the board of directors will vote for officers.

## ARTICLE VI. DUTIES OF OFFICERS

1. The President shall be the principal executive officer with the responsibility for general supervision of the affairs of the corporation. The President shall preside at all meetings of the Board of Directors, but may designate the Vice-President to function when the President is unavailable.
2. The Vice-President shall substitute in the absence of the President and shall carry out whatever responsibilities may be assigned by the President or the Board of Directors.
3. The Secretary shall keep a record of the proceedings of the corporation and of the Board of Directors and carry out any necessary correspondence on behalf of the corporation.
4. The Treasurer shall have custody of the funds of the corporation and shall deposit them in insured financial institutions or invest them pursuant to policy established by the Board of Directors. The Treasurer shall pay all bills, shall be responsible for the collection of dues or of any debts owed to the corporation and shall keep a roll of membership. At the first regular meeting after the end of the fiscal year, or at any earlier special meeting, the Treasurer shall submit to the Board of Directors the annual balance sheet and income and expense account. The accounts and reports shall be subject to such directions and to such audits as the Board of Directors may prescribe.

## ARTICLE VII. PROXY VOTES

1. Any member in good standing shall have the right to indicate in writing his or her decision on any matter announced in the agenda of any meeting of the Board of Directors. Their written vote must be in the hands of the Secretary in time for counting at the regular meeting.

## ARTICLE VIII. INITIAL BOARD OF DIRECTORS AND OFFICERS

1. The initial Board of Directors shall consist of Philip Vogels of Englewood, Colorado; James Coleman of Denver, Colorado.
2. The initial President and Treasurer of the corporation shall be Philip Vogels.
4. The initial Vice-President and Secretary of the corporation shall be James Coleman.
5. Additional Board Members may be added by a 2/3 vote of the Board of Directors.

6. New elections for Officers will take place no later than May 31, 2018.

#### ARTICLE IX. FISCAL YEAR

1. The fiscal year of the Society shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

#### ARTICLE X. DISSOLUTION

1. Upon dissolution of the corporation, and after payment of all liabilities, the Board of Directors shall dispose of all remaining assets of the corporation to an organization or organizations operated exclusively for charitable, educational, religious or scientific purposes which shall at the time qualify for exemption under Section 501( c) (3) of the United States Internal Revenue Code of 1954.

#### ARTICLE XI. AMENDMENTS TO BY-LAWS

1. Amendments to these by-laws must be proposed in writing. A proposal for an amendment may be offered by any board member. The Secretary will circulate such proposals to the Board of Directors, which must approve the proposals by two thirds of the Board Members.