

**BYLAWS
OF
PEACE CORPS/VISTA ALUMNI OF COLORADO, INC.,
DBA RETURNED PEACE CORPS VOLUNTEERS OF COLORADO (RPCVCO)
A NONPROFIT CORPORATION**

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Adopted 1985

Amended 1987

Amended 2015

**BYLAWS
OF
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DBA RETURNED PEACE CORPS VOLUNTEERS OF COLORADO (RPCVCO)
A NONPROFIT CORPORATION**

ARTICLE I

OFFICES

Section 1.1 PRINCIPAL OFFICE. The principal office of the corporation in the State of Colorado shall be located in the City and County of Denver. The corporation may have such other offices, either within or outside of the State of Colorado as the Board of Directors may designate, or as the business of the corporation may require from time to time.

Section 1.2 REGISTERED OFFICE. The registered office of the corporation, required by the Colorado Nonprofit Corporation Act to be maintained in the State of Colorado, 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

Section 2.1 MEMBERS. The corporation shall have members, who shall be admitted as provided in the Articles of Incorporation.

Section 2.2 MEETINGS OF MEMBERS. An annual meeting of the members of the corporation shall be held not less than one time per year and shall be held at such time and in such place as the Board of Directors of the corporation may specify. Special meetings of the members of the corporation may be called by the President or the Board of Directors of the corporation or by members of the corporation who have one-twentieth of the votes which may be cast at such a special meeting and shall be held at the time and place provided in such special notice.

Section 2.3 NOTICE OF MEMBERS' MEETINGS. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called shall be delivered not less than 10 nor more than 50 days before the meeting, either by mail or email, to each member entitled to vote at the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at his address as it appears on the records of the corporation.

Section 2.4 VOTING; QUORUM. Each member who has the power to vote at the meeting, as provided in the Articles of Incorporation of the corporation, shall have one vote, which he may vote in person or by proxy executed in writing by the member.

Members holding one-tenth of the votes entitled to be cast on the matter to be voted upon or represented by proxy shall constitute a quorum. A majority of the votes entitled to be cast on a matter

to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for adoption of the matter.

Section 2.5 WAIVER OF NOTICE; ACTION WITHOUT A MEETING. When notice is required, a waiver thereof signed by the person entitled to notice, shall be the equivalent to the giving of such notice.

Action required to be taken pursuant to a vote of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the members entitled to vote at the meeting.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 GENERAL POWERS. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 3.2 PERFORMANCE OF DUTIES. A director of the corporation shall perform **his** duties as a director, including **his** duties as a member of any committee of the board upon which **he** may serve, in good faith, in a manner **he** reasonably believes to be in the best interests of the corporation, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. In performing **his** 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 and groups listed in paragraphs (a), (b), and (c) of this Section 3.2; but **he** shall not be considered to be acting in good faith if **he** has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his duties shall not have any liability by reason of being or having been a director of the corporation. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon 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. Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or
- c. A committee of the board upon which he does not serve, duly designated in accordance with the provision of the articles of incorporation or the bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

Section 3.3 NUMBER, TENURE, AND QUALIFICATIONS. The number of directors of the corporation shall be not less than five (5) and not more than eleven (11). A member of the Board of Directors shall be selected by the members of the corporation, and shall continue to hold his or her office until resignation or until a successor has been chosen by the members of the corporation. The Board of Directors of the corporation shall be selected as soon as practicable after the articles of incorporation are filed and these Bylaws are adopted. Each director shall hold office for a **two (2) year** term and shall continue to hold office until his or her successor shall have been elected and qualified. Directors need not be residents of the State of Colorado.

There may be a President of the Board, who has been elected by the directors from among the directors. He or she shall preside at all meetings of the Board of Directors. He or she shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 3.4 REGULAR MEETINGS. The Board of Directors shall provide, by resolution, the time and place, either within or without the State of Colorado, for the holding of regular meetings without other notice than such resolution.

Section 3.5 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them.

Section 3.6 QUORUM. More than one-half of the number of directors fixed by or pursuant to Section 3.3 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 3.7 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.

Section 3.8 INFORMAL ACTION BY DIRECTORS. Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting 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 or all of the committee members entitled to vote with respect to the subject matter thereof.

Section 3.9 PARTICIPATION BY ELECTRONIC MEANS. Any members of the Board of Directors or any committee designated by such Board may participate in a 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.

Section 3.10 VACANCIES. Any vacancy occurring in the Board of Directors shall be filled by election by the members.

A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any director ship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors.

Section 3.11 RESIGNATION. Any director of the corporation may resign at any time by giving written notice to the president or the secretary of the corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. When one or more directors shall resign from the board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such

vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

Section 3.12 REMOVAL. Any director or directors of the corporation may be removed at any time, with or without cause, in the manner provided in the Colorado Nonprofit Corporation Act.

Section 3.13 COMMITTEES. By resolution adopted by a majority of the Board of Directors, the directors may designate two or more directors to constitute a committee, any of which shall have such authority in the management of the corporation as the Board of Directors shall designate and as shall be prescribed by the Colorado Nonprofit Corporation Act.

Section 3.14 COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance at each meeting and may be paid for attendance at each meeting of the Board of Directors; but nothing herein shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 3.15 PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail or email to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV

OFFICERS

Section 4.1 NUMBER. The officers of the corporation shall be President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors.

Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 4.2 ELECTION AND TERM OF OFFICE. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 4.3 REMOVAL. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.4 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 4.5 PRESIDENT. The President shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, deeds, mortgages, 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; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4.6 VICE PRESIDENT. If elected or appointed by the Board of Directors, the Vice President (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall, in the absence of the President or in the event of his or 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. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4.7 SECRETARY. The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4.8 TREASURER. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) 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 V of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4.9 ASSISTANT SECRETARIES AND ASSISTANT TREASURERS. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 4.10 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 sufficient, conditioned upon the faithful performance of their respective duties and offices.

Section 4.11 SALARIES. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

Section 4.12 LOANS TO OFFICERS. No loans shall be made by the corporation to any officer or director of the corporation.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 5.1 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.

Section 5.2 LOANS. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5.3 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 such officer or 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.

Section 5.4 DEPOSITS. All funds of the corporation not otherwise employed 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 select.

Section 5.5 GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes of or for any special purposes of the corporation.

ARTICLE VI

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VII

FISCAL YEAR AND ANNUAL REPORT

The fiscal year of the corporation shall end on the last day of June in each calendar year. It shall be the duty of the President to transmit to the Board of Directors an annual summary report of the groups' activities. It shall be the duty of the Treasurer to transmit an annual financial report which shall be due not later than thirty days after the end of the fiscal year. All other reports are due at the annual meeting in May.

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Nonprofit Corporation Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE IX

AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the directors present at any meeting of the Board of Directors at which a quorum is present, provided however, that Section 4.3 and Section 4.7 of these Bylaws may not be altered or amended at any time and, in the event these Bylaws are repealed and new Bylaws are enhanced, said new Bylaws shall contain provisions identical to those contained in Section 4.3 and Section 4.7 of these Bylaws.

ARTICLE X

EXECUTIVE COMMITTEE

Section 11.1 APPOINTMENT. The Board of Directors by resolution adopted by a majority of the full Board, may designate two or more of its members to constitute an Executive Committee. The designation of the Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 11.2 AUTHORITY. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending to the members the sale, lease or other disposition of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business, recommending to the members a voluntary dissolution of the corporation or a revocation thereof, or amending the Bylaws of the corporation.

Section 11.3 TENURE AND QUALIFICATIONS. Each member of the Executive Committee shall hold office until the next regular annual meeting of the Board of Directors following his or her designation and until his or her successor is designated as a member of the Executive Committee and is elected and qualified.

Section 11.4 MEETINGS. Regular meetings of the Executive Committee may be held without notice at such time and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of the meeting, which notice may be written or oral,

and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at his or her business address or if emailed when sent to the member's organizational email address. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

Section 11.5 QUORUM. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section 11.6 INFORMAL ACTION BY EXECUTIVE COMMITTEE. Any action required or permitted to be taken by the Executive Committee at a meeting 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 11.7 VACANCIES. Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Section 11.8 RESIGNATIONS AND REMOVAL. Any member of the Executive Committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11.9 PROCEDURE. The Executive Committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

Section 11.10 OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and 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.

ARTICLE XII

EMERGENCY BYLAWS

The Emergency Bylaws provided in this Article XII shall be operative during any emergency in the conduct of the business of the corporation resulting from an attack on the United States or any nuclear or atomic disaster, notwithstanding any different provision in the preceding articles of the Bylaws or in the Articles of Incorporation of the corporation or in the Colorado Nonprofit Corporation Act. To the

extent not inconsistent with the provisions of this Article, the Bylaws provided in the preceding articles shall remain in effect during such emergency and upon its termination the Emergency Bylaws shall cease to be operative.

During any such emergency:

(a) A meeting of the Board of Directors may be called by any officer or director of the corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.

(b) At any such meeting of the Board of Directors, a quorum shall consist of the number of directors in attendance at such meeting.

(c) The Board of Directors, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers so to do.

(d) The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties.

(e) No officer, director or employee acting in accordance with these Emergency Bylaws shall be liable except for willful misconduct.

(f) These Emergency Bylaws shall be subject to repeal or change by further action of the Board of Directors or by action of the member(s), but no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

**ARTICLES OF INCORPORATION
OF
PEACE CORPS/VISTA ALUMNI OF COLORADO, INC.,
DBA RETURNED PEACE CORPS VOLUNTEERS OF COLORADO**

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Filed Jan 11 1985

Amended 2007

Amended 2015

**ARTICLES OF INCORPORATION
OF
PEACE CORPS/VISTA ALUMNI OF COLORADO, INC.,
DBA RETURNED PEACE CORPS VOLUNTEERS OF COLORADO**

Know All Men By These Presents: That the undersigned incorporator, being a natural person over the age of eighteen (18) years or more, and desiring to form a non-profit corporation under the laws of the State of Colorado, does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Colorado these Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be Peace Corps/VISTA Alumni of Colorado, Inc.
2007 Amended to DBA Returned Peace Corps Volunteers of Colorado

ARTICLE II

PERIOD OF DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

PURPOSE AND ACTIVITIES

The corporation is organized exclusively,

a. To assist in the reorientation and readjustment process of former Peace Corps volunteers to new living and working environments. To provide assistance to those former volunteers seeking employment, housing, counseling services, etc. and to establish a means by which such individuals can remain in contact with other volunteers;

b. To promote understanding of the purposes for which the Peace Corps was created and to convey a true picture of the nature of the volunteer experience so as to stimulate public interest in participating and to gain support for the efforts of this organization. To help assure the realization of the objectives of the Peace Corps by assisting in recruiting efforts and by participating in events and activities of local community organizations; and

c. To utilize the skills, knowledge and sensitivities which former volunteers have acquired through their services by channeling them into local service organizations.

and, in so doing:

1. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith which are not forbidden by the Colorado Nonprofit Corporation Act, as now enforced or as hereafter amended, by any other law, or by these Articles of Incorporation.

2. To carry out the purposes hereinabove set forth in any state, territory, district, possession, dependency or other political subdivision of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, possession, dependency or political subdivision of the United States of America or by such foreign country.

ARTICLE IV

LIMITATIONS

A. No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer, director, agent or employee, or any other person or corporation, pursuant to and upon authorization of the board of directors); and provided further that no member, director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the assets of the corporation on dissolution of the corporation or otherwise. Nothing stated above shall be deemed to prevent the corporation from making payments or distributions, in furtherance of the purposes set forth in Article III hereof.

B. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

C. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consist of carrying on propaganda or otherwise attempting to influence legislation.

D. Upon dissolution of the corporation, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in section 501(c)(3) of the Internal Revenue Code.

E. Notwithstanding any other provision hereof, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is exempt from taxation under the provisions of section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time.

ARTICLE V

MEMBERS

The corporation shall have members. Upon payment of an annual membership fee, the amount of which shall be established by the board of directors, any former Peace Corps volunteer or any former

employee of Peace Corps shall be a member. Other persons who pay the membership fee shall be associated members, but shall not be entitled to vote on matters which members may vote upon.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be at 1400 Lafayette Street, Denver, Colorado, and the named initial registered agent at such address is Cynde Nicholson. Either the registered office or the registered agent may be changed in the manner provided by law.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall consist of five (5) directors, and the name and address of the persons who shall serve as directors until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
1. Steve Lowry	3418 West Alamo Avenue Littleton, CO 80123
2. Daniel Taubman	1784 Holly Street Denver, CO 80220
3. Jean Parcher	3057 Wolff Street Denver, CO 80236
4. Mike Johnson	522 Galapago Street Denver, CO 80204
5. Barb Johnston	909 Pearl Street Denver, CO 80203

Thereafter, directors shall be elected or appointed in the manner and for the terms provided in the bylaws.

ARTICLE VIII

MANAGEMENT

The affairs of the corporation shall be managed by its Board of Directors.

ARTICLE IX

INDEMNIFICATION

(A) The corporation may indemnify any person 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 a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney 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 the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or 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 the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

(B) The corporation may indemnify any person 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, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney 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 the best interests of the corporation; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person has 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 or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

(C) To the extent that a director, officer, employee, fiduciary or agent of a corporation has been successful on the merits in defense of any action, suit, or proceeding referred to in (A) or (B) of this Article or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

(D) Any indemnification under (A) or (B) of this Article IX (unless ordered by a court) and as distinguished from (C) of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in (A) or (B) above. Such determination shall be made 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, if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the members entitled to vote thereon.

(E) Expenses (including attorney fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized in (C) or (D) of this Article IX upon receipt of an undertaking by or on behalf of the director, officer, employee, fiduciary or agent to repay such amount indemnified by the corporation as authorized in this Article IX.

(F) The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, 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, officer, employee, fiduciary or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.

(G) The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under provisions of this Article IX.

ARTICLE X

AMENDMENT

These articles of incorporation may be amended by a unanimous vote of the directors then in office, according to procedures set forth in the bylaws of the corporation.

ARTICLE XI

INCORPORATION

The name and address of the incorporator is as follows:

J. William Callison, Esq.
600 Equitable Building
730 Seventeenth Street
Denver, Colorado 80202