

By-Laws of Colorado State Science Fair, Inc.

Article I Name and Location

The name of the corporation shall be the Colorado State Science Fair, Inc., hereinafter referred to as CSSF.

The principal office of the corporation in the State of Colorado shall be located in the office of the Executive Director of the corporation, which presently is in Fort Collins, Colorado. The corporation may also have other offices and may carry on its purposes at such other places, either within or without the State of Colorado as the Board of Directors may, from time to time, determine.

The corporation shall have, and continuously maintain in the State of Colorado, a registered office and a registered agent, whose office is identical to the registered office. The registered office may be, but not need to 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 Purpose and Objectives

The CSSF is an organization that:

- Organizes the infrastructure of the Colorado Science and Engineering Fair for students from all regions of the state of Colorado to present science projects to judges, representatives of scientific organizations, the public and their peers;
- Honors winners from Colorado regional science fairs at the annual Colorado Science and Engineering Fair;
- Sends finalists from the state of Colorado to the Intel International Science and Engineering Fair (Intel ISEF);
- Provides experiences for Colorado students to interact with their peers, with Colorado science teachers, and Colorado scientists and engineers in professional and social settings;
- Promotes science, engineering, and technology as careers, inspiring excellence, high ethical standards and emphasizing the immense satisfaction that comes from confronting and solving intellectual problems and serving societal needs;
- Provides a forum for developing academic skills, such as conducting an independent scientific investigation, writing a research paper, public speaking, preparing an organized display and becoming familiar with the scientific method;
- Reinforces in students the wonder nature instills, wherever and however possible empowering them to follow their questions and dreams; and
- Encourages a culture that values and nurtures diversity.

The corporation also supports regional science fairs by:

- Acting as an alternative to the affiliation with the Society for Science & the Public as a means of attending the Intel ISEF;
- Providing a forum where regional science fairs can influence policies, rules, and by-laws for the state science fair;
- Providing rules and requirements for participation in the Colorado Science and Engineering Fair;
- Facilitating communication, where practical, between regional science fairs and their participants;
- Providing information and resources to the regional fair directors, teachers, and students which will promote interest in science, technology, engineering, and mathematics, as well as excellence in scientific research; and

- Increasing public awareness and appreciation of science, technology, engineering and mathematics in the schools.

Article III
Membership of the Board of Directors

Section 1. General: The property, business, and affairs of the corporation shall be managed by the Board of Directors of CSSF.

Section 2. Classes of Membership:

Regular Members: The criteria for being a regular member of the Board of Directors are: Nomination by a sponsoring organization or individual and approval by a majority of the current Board of Directors present at a regular meeting of the Board of Directors. Sponsoring organizations or individuals are those that contribute a minimum donation of \$500.00 in cash or service in-kind.

Each organization or individual sponsor may appoint one or two directors to serve as its representative(s) on the Board of Directors. This appointment must be conveyed to the current Board of Directors at least three weeks prior to a regular meeting of the Board of Directors. Only directors who have been so appointed by a sponsor and approved by the Board of Directors of CSSF shall be entitled to participate and vote at meetings, hold offices, and propose motions. Subject to the requirements of the Colorado Nonprofit Corporation Code, the Board of Directors may, by resolution, from time to time designate additional sponsors or remove one or more from such designation, and thereby expand or contract the number of directors. The number of directors shall not be less than nine.

A sponsoring organization or individual may elect, in writing, to forgo board membership.

Alternate Members: The criteria for being an alternate member of the Board of Directors are: Nomination by a sponsoring organization or individual and approval by a majority of the current Board of Directors present at a regular meeting of the Board of Directors.

Each organization or individual may designate alternate members (one for each regular member) to the Board of Directors. The alternate members will be allowed to participate and vote at meetings when the regular members are not present.

Associate Members: The criteria for being an associate member of the Board of Directors are:

Nomination by a current regular member of the Board of Directors to provide the corporation with a needed expertise or to encourage coordination of those groups supporting science, technology, engineering and mathematics K-12 education and approval by a majority of the current Board of Directors present at a regular meeting of the Board of Directors.

Associate members will not have voting privileges or be eligible to hold offices, but are eligible to serve on committees.

Section 3. Removal: Any designated sponsor may, at any time, by an instrument in writing filed in the minutes of the corporation, remove any director who has been appointed as a representative of such sponsor.

Any Regular Member of the Board of Directors may be removed at any time, with or without cause, by a 2/3-majority vote at any regular or special meeting of the Board of Directors, whenever, in the Board of Directors' judgment, the best interests of the corporation would be served thereby.

Section 4. Vacancies: If at any time, for any reason, there shall be less than two directors representing any designated sponsor, such sponsor may, by an instrument in writing filed in the minutes of the corporation, appoint a replacement director (or two additional directors if there are then no representatives of the sponsor on the board) to serve as its representatives on the Board of Directors, effective at such time as may be specified in such writing.

Article IV Meetings of the Board of Directors

Section 1. Annual Meeting: The annual meeting of the Board of Directors of CSSF shall be held on the second Saturday in the month of September in each year. If there are extenuating circumstances that prevent a meeting on the second Saturday, such meeting shall be held on the next succeeding Saturday.

Section 2. Regular Meetings: The Board of Directors may hold its regular meetings at such place or places either within or without the State of Colorado as the president or Board of Directors may from time to time determine. If no designation is made, the place of the meeting shall be the registered office of the corporation in the State of Colorado.

Section 3. 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 may fix any place within the State of Colorado as the place for holding the special meeting of the board.

Section 4. Notice: Notice of the annual and regular meeting shall be sent not less than fifteen (15) days in advance. Notice of any other special meeting of the Board of Directors, stating the time, place, and purpose of the meeting, shall be given at least three (3) days before the meeting by written notice delivered personally or sent by mail, e-mail and/or fax to each director at his/her address as shown by the record of the corporation, or by oral notice given at least three (3) days prior to the meeting. If mailed or sent by special courier, notice shall be deemed to be delivered when deposited with the courier, properly addressed with charges prepaid.

Section 5. Quorum and Manner of Acting: At all meetings of the Board of Directors, thirty percent (30%) of the Board shall constitute a quorum for the transaction of business. Thirty percent of the board is considered to be either thirty percent of the board members or enough board members to represent thirty percent of the total sponsors. In the absence of a quorum, a majority of the directors represented may adjourn the meeting. The affirmative votes of at least a majority of the directors present at a meeting at which a quorum is present shall be required to decide any question brought before such meeting and shall be the act of the board, except where a larger number is required by law, the articles of the incorporation, or these by-laws. The President may elect to vote or abstain.

Section 6. Informal Action by Directors: Any action required by law to be taken at a meeting of directors, or any action that may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing (including electronic methods), setting forth the action taken, is signed by thirty percent (30%) of the directors.

- Section 7. The President and the Executive Committee shall act for the CSSF in emergency situations when the Board of Directors cannot be convened to act in an appropriate time frame.
- Section 8. Open to the Public: Both regular and special meetings of the Board of Directors shall be open to the public.
- Section 9. Robert's Rules of Order: Robert's Rules of Order will serve as the guidelines for all questions of procedure at any meeting of CSSF.

Article V Advisory Committee

The Board of Directors shall establish and cooperate with an advisory committee of the corporation, the purpose of which will be to advise the Board of Directors on interactions with the science clubs, schools, school districts, regional science fairs and other related organizations with the activities throughout the State of Colorado. Members of the advisory committee shall include, but are not limited to, the Board of Directors, the Grand Award and the Special Award Chairpersons, and the regional fair directors. The CSEF Director shall be the chairman of this committee. Additional members may be appointed or removed by the officers of the Board of Directors. The Board of Directors shall establish such rules and regulations for the conduct of the business and affairs of the advisory committee, as the Board of Directors shall deem appropriate.

Article VI Officers

- Section 1. Officers: The officers of CSSF shall be the President, Vice President, Secretary and Treasurer, who shall be elected by the directors from among the members of the Board of Directors and who shall hold office until their respective successors are elected. No person may hold any two offices simultaneously except the offices of Secretary and Treasurer. The terms of office shall be 1) President - two years; 2) Vice President - two years with succession to the Presidential two-year term; 3) Secretary - one year term and 4) Treasurer - one year term. All elected officers can potentially be re-elected into their respective office.
- Section 2. Removal: Any officer may be removed by the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer shall not of itself create contract rights.
- Section 3. 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. Authority and Duties of Officers: The officers of the corporation shall have the authority to exercise the powers, and perform the duties specified below, and as may be otherwise specified by the Board of Directors or these by-laws, except that in any event, each officer shall exercise such powers and perform such duties as may be required by law. In cases where the duties of any officer or agent are not prescribed by these by-laws, or by the Board of Directors, such officer or agent shall follow the orders and instructions of the President.
- (A) President: The President shall, subject to the direction and supervision of the Board of Directors, have the general and active control of its affairs, business and have general supervision of its officers, agents and employees. The President shall preside at all meetings of

- the Board of Directors; see that all orders and certifications and other instruments of the corporation as authorized by the Board of Directors, except where required or permitted by law to be otherwise signed and executed or where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.
- (B) Vice-President: The Vice President shall assist the President and shall perform such duties as may be assigned to them by the President and/or the Board of Directors. At the request of the President or in the absence or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President. When so acting, this designee shall have all the powers of and be subject to all the restrictions placed upon the President.
- (C) Secretary: The Secretary shall keep or cause to be kept, the minutes of the proceedings of the Board of Directors and of the Advisory Council; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; maintain a record containing the names and addresses of all the directors of the corporation and members of the advisory committee; and in general, perform all other duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or subject to supervision by the Secretary.
- (D) Treasurer: The Treasurer shall be the principal financial officer of the corporation and have the care and custody of all funds, securities, evidence of indebtedness, and other personal property of the corporation and deposit, invest and discharge the same in accordance with the instruction of the Board of Directors. The Treasurer shall receive monies, give receipts, account for all monies of the corporation, and pay out of the funds on hand, all bills, payrolls, and other just debts of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed; keep complete books and records of accounts; prepare and file all local, state and Federal tax and informational returns; prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and Board of Directors statements of account showing the financial position of the corporation and the results of its operations. The Treasurer shall be responsible for maintaining the insurance necessary to meet the requirements of Article IX, General Provisions, Section 2. The Treasurer shall perform all other duties normally incident to the office of the Treasurer and other duties as from time to time may be assigned to the Treasurer by the President and/or the Board of Directors. The Treasurer shall obtain for the corporation a bond in such sums and with such sureties as shall be satisfactory to the directors, conditioned upon the faithful performance of the Treasurer's duties, and for the restoration to the corporation in case of the Treasurer's death, resignation, retirement, or removal from the office of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the corporation.
- (E) Acting Officers: The recording secretary or Executive Director may act on behalf of the Secretary or Treasurer of the Board of Directors upon being authorized by the appropriate board officer.

Article VII Committees

The President or the Board of Directors shall establish such standing and ad hoc committees as shall be necessary to carry out the purposes of the corporation. The board shall delegate such authority to those committees as necessary to carry out their functions, but the board shall retain supervision of and final control over their actions.

Section 1. Standing Committees:

- (A) A science fair committee, headed by the Executive Director, shall be established to organize and conduct the annual fair. This committee shall be composed of subcommittee

chairpersons including but not limited to the Grand and Special Awards Coordinators appointed by the Executive Director and is responsible to the director to carry out specific functions of the annual CSEF.

- (B) A finance committee headed by a chairperson appointed by the Board of Directors from its membership shall solicit funds and contributions to provide the financial support necessary to carry out the purposes of the corporation. Upon receipt, all funds shall be committed to the custody of the Treasurer and/or Executive Director of the corporation.
- (C) An audit committee appointed by the President and/or Board of Directors shall be composed of not more than three, nor less than two members of the Board of Directors, but shall not include the Treasurer, President or finance committee chairperson. This committee shall audit the financial records annually and report to the Board of Directors at the annual meeting. The audit committee shall select its own chairperson. A formal audit in accordance with the Colorado Nonprofit Corporation Code by a certified public accountant shall be performed at a minimum of every three years, in addition to the yearly corporation audit by the audit committee.
- (D) A nomination committee appointed by the President and/or the Board of Directors shall be composed of not more than three, nor less than two members of the Board of Directors, but shall not include the President, Vice-President, Secretary or Treasurer. The committee shall propose to the directors, people to be nominated to fill the various positions of the corporation.
- (E) Other standing committees may be established by the President and/or Board of Directors by majority vote at any time as becomes necessary and dissolved by the same method.

Section 2. Ad Hoc Committees: The President and/or the Board of Directors shall establish such ad hoc committees as become necessary at any regular or special meeting of the Board of Directors by majority vote. At no time shall an ad hoc committee have the authority to act in place of the Board of Directors. These committees shall expire at project completion or at the dissolution by the Board of Directors.

Section 3. Executive Committee: The officers of the Board of Directors, the Executive Director and the immediate Past President shall constitute the executive committee. The executive committee shall assist in preparing the board meeting agenda; making recommendations to the Board of Directors; and perform such other duties as directed by the Board of Directors. Unless otherwise ordered by the Board of Directors, meetings of the executive committee may be called by the President or by the written request of two members of the executive committee. The President is the chair of this committee.

Article VIII Executive Director

Section 1. General: The Chief Executive Officer of the corporation shall be the Executive Director. The Board of Directors and the Executive Director shall agree upon a written contract, which is renewed at the beginning of each fiscal year of the corporation. The Executive Director shall be a non-voting, ex-officio member of the Board of Directors.

Section 2. Authority and Duties of the Executive Director: The Executive Director shall have the authority, exercise the powers, and perform the duties specified by the Board of Directors or these by-laws, except in events where the officer of the fair shall exercise such powers and perform such duties as may be required by law. In cases where the duties of any officer or agent are not prescribed by these by-laws or by the Board of Directors, such officer or agent shall follow the orders and instructions of the President.

The Executive Director of the corporation is also the de facto Director of the Colorado Science and Engineering Fair and is responsible for implementing the resources provided by the Board of Directors to administer and cause to be administered all aspects of arranging and executing the annual state science fair.

If, for whatever reason, the Executive Director is unable or unwilling to fulfill his/her duties, the President of the Board of Directors shall assume these duties until such time as the Executive Director is able to continue or a replacement has been found.

Article IX General Provisions

- Section 1. Books and Records: The corporation shall keep correct and complete books and records of financial accounts and shall also keep minutes of the proceedings of its Board of Directors, Advisory Council, and all other committees established by the Board of Directors. All books and records of the corporation may be inspected by an accredited representative of any designated sponsoring organization, or any director, or his/her agent or attorney for any proper purpose at any reasonable time. All books and records shall be kept in a form necessary to comply with any and all requirements of the Internal Revenue Service for maintaining the corporation's IRS 501 (c)(3) status, and as required by the Colorado Nonprofit Corporation Code.
- Section 2. Indemnification of Directors and Officers: Each director and officer of this corporation, whether or not then in office, and such director or officer's personal representatives, shall be indemnified by the corporation to the maximum extent allowed by Colorado law including, but not limited to, all costs and expenses actually and reasonably incurred by such director or officer in connection with the defense of any action, suit, or proceeding in which such director may be made a party by reason of being or having been such director or officer except in relation to matters as to which such director or officer shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the costs of litigation, but only if the corporation is advised in writing by its counsel that in counsel's opinion the person indemnified did not commit such negligence or misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which such director or officer may be entitled as a matter of law or by agreement.
- Section 3. Presumption of Assent: A director 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 their dissent shall be entered in the minutes of the meeting or unless they shall file written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such action.
- Section 4. Fiscal Year: The Corporation's books of account shall be kept on the basis of the fiscal year of September 1 through August 31.
- Section 5. Designated Contributions: The corporation may accept any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve control of all rights, titles and interests, of such contributions, as well as full discretion as to

the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

Section 6. Conflict of Interest: If any person who is a director or officer of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with such person, any member of such person's family, or any entity in which such person has any legal, equitable or fiduciary interest or position, including without limitation as a director or officer, such person shall a) immediately inform those charged with approving the transaction on the behalf of the corporation of such person's interest or position, b) aid the person's charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the corporation and c) not be entitled to vote on the decision to enter into such transaction.

Section 7. Nondiscrimination Policy: CSSF is committed to a policy of fair representation on the Board of Directors and will not discriminate on the basis of race, disability, sex, color, religion, sexual orientation, geographical area, or age.

Section 8. Compensation and Expenses: No compensation will be paid to any member of the Board of Directors for services as a member of the board. By resolution of the Board of Directors, reasonable expenses may be allowed for attendance at regular and special meetings of the Board of Directors and for special services rendered by any director.

Section 9. Revocation: Upon amendment of these by-laws, the current by-laws now in existence and all amendments thereto, shall be repealed.

Article X Amendments

The Board of Directors shall have the power to make, amend, and repeal the by-laws of the corporation by a two-thirds majority vote at any regular or special meeting of the Board of Directors, provided that fifteen (15) days prior written notice of any proposed amendment, which includes the text of the amendment, has been given to each director.

Article XI Dissolution

In the event of the dissolution of CSSF and after the payment or the provision for payment of all liabilities of the corporation, the Board of Directors in its sole discretion shall transfer all remaining net assets of CSSF to any non-profit 501 (c)(3) organizations that exhibit similar purposes and objectives to that of the CSSF. The non-profit organization must have Internal Revenue Service tax-exempt status during the year the dissolution occurs. Any assets not so disposed of, will be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located.