

**BYLAWS  
OF  
CHALKBOARD DOT ORG  
(A Colorado Nonprofit Corporation)  
SPRING 2016**

ARTICLE I - NAME

The name of the corporation as set forth in the Articles of Incorporation is “Chalkboard Dot Org.”

ARTICLE II – PURPOSE

The purposes of the corporation as set forth in the Articles of Incorporation are:

Chalkboard Dot Org encourages low-income, promising high school students (principally in rural Colorado) to apply to college by assisting those students with all aspects of the application process, including internship opportunities, college selection, resume writing, essay editing, FAFSA guidance, interview tips, and research into scholarship opportunities for each individual student. Today, the average ratio of high school college counselors to students is one to 500. Working collaboratively with high school college counselors, Chalkboard Dot Org offers one-to-one coaching that no high school can provide. This individualized service is often necessary to shepherd first-generation college students through the intimidating and laborious process. Similarly, Chalkboard Dot Org also serves low-income college students and college graduates by assisting them with their graduate or professional school applications, including fellowship opportunities, university selection, resume writing, essay editing, interview tips, and research into scholarship opportunities for each individual student.

ARTICLE III - BOARD OF DIRECTORS

1. Number. The Board of Directors, hereinafter "Board," shall consist of up to five (5) and not less than three (3) directors.
2. Qualifications. Directors must be individuals over the age of 18.
3. Initial Directors. The members of the initial Board are:  
Nana Naisbitt, President and Chair  
Gail Richman, Treasurer  
Sally McCaughan, Secretary
4. Term and Election. Directors shall be elected annually. The term of office of elected directors shall be three (3) years. As nearly as possible, the terms shall be staggered. There shall be no limitations expressed or implied upon the number of consecutive terms a director may serve. Candidates to fill Board positions shall be nominated by a director. Elections shall be held at the annual meeting. All current Board members may vote for Board elections. If a quorum of directors is not present at an annual meeting, the terms of the existing directors up for reelection shall automatically renew and said directors shall continue to serve until their successors are duly elected.

5. Powers. The administrative powers of the corporation shall be vested in the Board, which shall have charge, control and management of the property, affairs and funds of the corporation, and make rules and regulations therefore, subject to applicable law and subject to the powers reserved to the Board by the Articles of Incorporation and by these Bylaws.

6. Removal of Directors. Elected directors may be removed at any time for cause, by the vote of a majority of the directors then in office present at a meeting called for such purposes.

7. Vacancies. A vacancy on the Board, whether by death, resignation or removal pursuant to Paragraph 6, shall be filled by the Board or if the directors remaining in office constitute fewer than three, the Board may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. A director elected to fill a vacancy shall be elected for the un-expired term of his or her predecessor in office.

8. Voting Rights. Each director shall be entitled to one vote on each matter before the Board. There shall be no voting by proxy.

9. Annual Meetings. The Board shall hold an annual meeting each year by telephone or a location as the board determines. At the annual meeting, directors shall be elected, officers shall be appointed by the Board, and the Board shall conduct their business.

10. Special Board Meetings. Special meetings may be called by the President or at the request of one-third (1/3) of the total membership of the Board.

11. Quorum. For regular or special meetings of the Board, a quorum shall consist of at least one half (1/2), but in no event less than two (2) of the total number of directors then in office.

12. Electronic/Telephone Communication in Lieu of Attendance. A director may attend a meeting of the Board by using any electronic or telephonic communication method whereby the director may be heard by the other Board members and may hear the deliberations of the other Board members on any matter properly brought before the Board.

13. Manner of Acting. 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.

14. Action Without a Meeting. Any action required to be taken at a meeting of the Board or any action which may be taken at a Board meeting may be taken without a meeting if a written consent setting forth the action so taken is approved by the requisite number of directors in a writing signed by the required number of the directors entitled to vote with respect to the subject matter thereof. Such written consents may be circulated via email and signed electronically in counterparts and shall be filed with the minutes of the proceedings of the Board.

15. Presumption of Assent. A director who is present at a meeting of the Board or committee of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (i) the director objects at the beginning of the meeting, or promptly objects upon his or her arrival, to the

holding of the meeting or the transaction of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting, (ii) the director contemporaneously requests that his or her dissent or abstention as to any specific action taken be entered in the minutes of the meeting, or (iii) the director causes written notice of his or her dissent or abstention as to any specific action to be received by the presiding officer of the meeting before its adjournment or by the corporation promptly after the adjournment of the meeting. A director may dissent to a specific action at a meeting, while assenting to others. The right to dissent to a specific action taken at a meeting of the board of directors or a committee of the board of directors shall not be available to a director who voted in favor of such action.

16. No Director Compensation. The Board shall be non-salaried. Directors may be reimbursed for costs incurred related to the activities of the corporation and may be paid fair-market value for services rendered to the corporation other than services consisting of carrying out duties and obligations as a director.

#### ARTICLE IV - OFFICERS

1. Officers. The officers of the corporation shall consist of a President, Secretary, Treasurer and such other officers as the Board may authorize. There may also be one or more Vice Presidents if the Board deems appropriate. Officers shall be appointed by the Board at the annual meeting. Officers shall serve a term of one (1) year or until their successors have been duly elected and qualified. The President shall also be the chairperson of the Board. The other officers need not be directors.

2. Removal. Officers serve at the pleasure of the Board and may be removed by the Board at any time when the Board determines that the best interest of the corporation would be served thereby.

3. Vacancies. A vacancy in any office, occurring for any reason, may be filled for the un-expired term at any meeting of the Board.

4. President. The President shall be the chief executive officer of the corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the corporation. He or she shall, in general, perform all duties incident to the office of President and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

5. Vice President. In the President's absence or inability to act, the Vice President, if any, shall perform all of the duties of the President and in so acting shall have all of the powers of the President. If there is more than one Vice President, they shall be numbered and each shall act in the absence or inability to act of the President and all Vice Presidents preceding him or her in number. In such acts and in the execution of writing by such Vice Presidents, if any, it shall not be necessary to recite the absence or inability of any preceding officer to act. The Vice President, if any, shall have other powers and perform such other duties as may be prescribed from time to time by the Board or by the President.

6. Secretary. The Secretary shall send or cause to be sent appropriate notices and may prepare or cause to be prepared meeting agendas and minutes, and shall act as custodian or overseer of all corporate

records and reports and shall be responsible for the keeping or overseeing of adequate records of all meetings of the Board and all committees thereof.

7. Treasurer. The Treasurer shall oversee the proper charge and custody of and handling of all funds of the corporation and 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.

8. Officer Compensation. The Officers shall be non-salaried. Officers may be reimbursed for costs incurred related to the activities of the corporation and may be paid fair-market value for services rendered to the corporation other than services consisting of carrying out duties and obligations as an officer.

## ARTICLE V - COMMITTEES

1. Committees Generally. Committees of the Board shall be standing or special. Each committee shall exercise such power and carry out such functions as delegated by the Board from time to time. Each committee shall be subject to the control of the Board. The chairperson of each committee, except as herein provided, shall be appointed by the President, subject to approval by the Board. The chairperson of the committee may select persons to serve on the committee subject to oversight by the Board. Persons who are not Board members may be appointed to serve on committees. Subject to authority granted by the Board, a committee composed entirely of members of the Board may exercise the authority of the Board except as provided by law. Committees which have members who are not members of the Board may not exercise the authority of the Board.

2. Standing Committees. Standing Committees shall consist of such standing committees as the Board may authorize from time to time. Each committee shall stand discharged when a new committee is appointed for the same task.

3. Special Committees. Special Committees may be appointed by the President with the approval of the Board for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except such as is specifically conferred by action of the Board. Upon completion of the task for which appointed, such special committee shall stand discharged.

4. Quorum and Meetings. A majority of the members of the committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as often as is necessary to perform its duties at the call of its chairperson or of the Board.

5. Vacancies. Vacancies in any committee may be filled for the un-expired portion of the term in the same manner as provided in the case of original appointment.

## ARTICLE VI – MEETING NOTICES

1. Notice of Meetings of the Board. Notice of special meetings of the Board shall be sent or emailed to each member of the Board at least 7 days before the date of such meeting stating the specific business to be transacted. Business other than that stated in the notice shall not be transacted at any meeting, except at a meeting of the Board at which all of the members of the Board are present.

2. Waiver of Notice. Any director may, at any time, waive notice of any meeting in writing, and the waiver shall be deemed equivalent to the receipt of notice. Attendance at a meeting shall be deemed waiver of notice, unless the director attends for the sole purpose of objecting to the adequacy of notice.

#### ARTICLE VII – MEMBERSHIP

There shall be no members.

#### ARTICLE VIII – MISCELLANEOUS FINANCIAL PROVISIONS

1. Indebtedness. The Board on behalf of the corporation shall have the power to create such indebtedness as they deem necessary, except that corporation may not lend money to or guarantee the obligation of a director or officer of the corporation, but the fact that a loan or guaranty is made in violation of this section does not affect the borrower's liability on the loan.

2. Investments. The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board without being restricted to the class of investments which a director or trustee is or may hereafter be permitted by law to make or any similar restriction; provided, that no action shall be taken by or on behalf of the corporation if such action is a forbidden activity or would result in the denial or revocation of tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

#### ARTICLE IX - GENERAL PROVISIONS

1. Offices. The corporation shall have and continuously maintain a registered office in Colorado wherever the Board may from time to time determine.

2. Conflict of Interest. The officers, directors and, where applicable, the employees and volunteers of the organization shall comply with the conflict of interest policy adopted by the board.

3. Indemnification of Directors and Officers. Any person (or his or her estate) made or threatened to be made a part of any action, suit or proceeding by reason of the fact that he or she is or was an officer or director of the corporation shall be indemnified by the corporation against any liability and reasonable expense incurred by him or her in connection with the defense or settlement of such action, except in relation to matters as to which it is judged by the court that such officer or director is liable for negligence or misconduct in performance of his or her duties.

#### ARTICLE X - AMENDMENTS

1. Prohibited Amendments. No changes to these Bylaws or the Articles of Incorporation that would impair the corporation's tax-exempt status or would allow money to be used for non-exempt purposes shall be permitted.

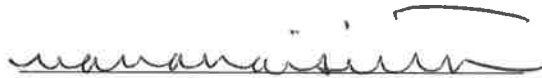
2. Amendments to Bylaws. These Bylaws may be amended or repealed, or new bylaws may be adopted by a majority vote of the directors of the corporation. Notice of any meeting for the proposed amendment shall include the specific language of the proposed changes and/or new provisions.

#### ARTICLE XI – DISSOLUTION

Upon the dissolution of the corporation, and after the payment or the provision for payment of all the liabilities of the corporation, the corporation's assets shall be distributed pursuant to the Articles of Incorporation.

#### **CERTIFICATE**

I hereby certify that the foregoing Bylaws, consisting of 6 pages, including this page, constitute the BYLAWS OF CHALKBOARD DOT ORG adopted by the Board of Directors of the corporation effective the 28<sup>th</sup> day of March 2016.



Nana Naisbitt,  
Chalkboard President and Board Chair