

**BYLAWS OF COLORADO FOUNDATION FOR AGRICULTURE, INC.,
A NONPROFIT CORPORATION**

ARTICLE I. CORPORATION

- A. Name.** The name of the corporation shall be Colorado Foundation for Agriculture, Inc. (the "CFA" or the "corporation"), a nonprofit corporation organized under the laws of the State of Colorado. The corporation may also do business as Colorado Agriculture in the Classroom ("CoAITC.")
- B. Seal.** The CFA shall not have a seal.
- C. Name Change.** The CFA may at its pleasure by a vote of the Board of Directors adopt or change the name under which it does business, or its corporate name to the extent permitted by the Colorado Nonprofit Corporation Act and CRS § 7-90-601.
- D. Principal Office.** The CFA shall have and continuously maintain a principal office in the State of Colorado, and may establish other offices in such other locations as the Board of Directors may determine.
- E. Registered Agent.** The CFA shall maintain a registered agent in the State of Colorado.
- F. Articles of Incorporation.** The CFA has filed, with the state of Colorado, the nonprofit Articles of Incorporation.

ARTICLE II. Scope and Purposes

- A. Scope.** The CFA shall operate as a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or a corresponding provision of any future United States Internal Revenue Law.
- B. Purposes.** The CFA adopts the following mission and vision as its purposes:
 - i. Vision.** The vision is to advance agricultural literacy in the next generation of consumers, citizens, and professionals.
 - ii. Mission.** The mission is connecting Colorado educators and students to their food, fiber, fuel, and natural resources.

ARTICLE III. MEMBERSHIP

- A.** There are no members of this corporation.
- B.** There are no dues for this corporation.

ARTICLE IV. MEETINGS

- A. Meetings.** Meetings of the Board of Directors and the Advisory Board may be held separately or together at the pleasure of the Board of Directors and in accordance with these Bylaws.
- B. Place of Meeting.** Any meetings shall be held within or without the state, in any place, via face-to-face, telephone, or virtual meeting platform, or any combination of such where the Directors may hear each other. Participation in any meeting using a telephone or other communications equipment shall constitute attendance and presence in-person at the meeting.
- C. Annual Meeting.** The Annual Meeting of the CFA shall be held in the month of November and shall not be more than two weeks from the month fixed by these Bylaws.
- D. Regular Meetings.** Regular Meetings of the CFA shall be held quarterly, in the months of August, November, February, and May and shall not be more than two weeks from the month fixed by these Bylaws.
- E. Special Meetings.**
- i. Special Meetings may be called by the President when deemed for the best interest of the CFA, or in accordance with Article IV, Section F. Notices of such meeting shall be mailed, emailed, or otherwise delivered to all Directors and, if applicable, Advisors requested to attend at least forty-eight (48) hours before the scheduled date for such a Special Meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and by whom it was called. At the request of fifty percent (50%) of the Directors the President shall cause a Special Meeting to be called but such request must be made in writing at least forty-eight (48) hours before the requested scheduled date.
 - ii. No other business but the specified in the notice may be transacted at such Special Meeting without the unanimous consent of all present at such meeting.
- F. Quorum and Adjournment.** The presence of not less than fifty percent (50%) of the Board of Directors shall constitute a Quorum and shall be necessary to conduct the business of this corporation, but a lesser percentage may adjourn the meeting. Any incomplete business at the time of adjournment may be carried over to the next Regular Meeting or addressed during a Special Meeting to be called by the President not more than two (2) weeks from the date scheduled in accordance with these Bylaws. The Secretary or Executive Director shall cause a notice of this Special Meeting to be sent to all Directors and, if applicable, the Advisory Board.

- G. Meeting Notice.** The Secretary or the Executive Director shall cause to be mailed, emailed, and/or otherwise delivered to every Director and, at the pleasure of the Board any Advisor, at their address or email address as it appears in the file of this corporation a notice telling the date, time, place, and any audio or visual means by which any meetings will be held at least forty-eight (48) hours before the meeting shall be held.

ARTICLE V. VOTING

- A. Voting Rights.** The members of the Board of Directors shall have the right to vote on the transaction of any business by the CFA at any meeting held in accordance with these Bylaws. The members of the Advisory Board shall serve in a nonvoting capacity. The Executive Director shall not have the right to vote on business transacted by the CFA.
- B. Voting Methods.** At all meetings, votes may be cast by voice including audio/video recorded methods, or upon approval by the Board of Directors, a written ballot or any electronic means by which it can be confirmed that the Voting Director has the ability to see exactly the subject matter upon which the vote is being taken and specifically approved by the Board of Directors.
- C. Public Inspection.** All votes are subject to the public inspection and disclosures standards, guidelines, statutes, and regulations of the Internal Revenue Service (“IRS”), state statutes and regulations, and nonprofit industry standards.
- D. Proxy Voting.** Each Director shall have one vote and such voting may not be done by proxy.

ARTICLE VI. BOARD OF DIRECTORS

- A. Directors.** The governing body of the CFA shall be the Board of Directors (“Board”), which has the authority and is responsible for the supervision, control, and direction of the CFA.
- B. Number of Directors.** The Board shall consist of a minimum of three (3) and a maximum of nine (9) individuals.
- C. Powers.** Subject to limitations of the Articles of Incorporation, other sections of the Bylaws, and of Colorado law, the Board shall have the control and management of the affairs and business of this corporation. The Board shall only act in the name of the corporation when it shall be convened at a meeting by its President after due notice to all the Directors of such meeting. Powers of the Board shall include, without limitation, the power to:
- i. Appoint an Executive Director.** Appoint and remove the Executive Director of the corporation, prescribe such powers and duties for them, fix their compensation, and require from them security for faithful service. Removal of the Executive

Director shall be in accordance with any duly executed contract between the Board and the Executive Director;

- ii. **Adopt Corporate Policies.** Make Rules, Regulations, Policies and Procedures for the corporation; and
 - iii. **Receive and Distribute Funds.** Determine the condition under which funds and properties shall be received by the corporation and, further determine the disposition of such funds and properties in furtherance of the educational purposes to which the corporation is dedicated and in compliance with applicable law.
- D. Election of Directors.** Directors may be elected by the Board of Directors at any Regular or Special Meeting preceding the Annual Meeting called for the purpose of electing Directors, or where the election of Directors is named as one of the purposes of the meeting. To ensure a fair and open process for the election of Directors, the Board shall adopt an application and set a deadline for the receipt of such application for all Director candidates. All timely submitted Director applications will be considered to be an accepted nomination to serve in the capacity of Director. All Director applications must be circulated to the Board of Directors at least ten (10) days prior to the Regular or Special Meeting at which the election of Directors is scheduled to occur. Directors shall be elected by any means for voting decided upon by the Directors in accordance with these Bylaws. Advisors shall have the opportunity to provide their input prior to the election of any Director. All Directors must receive a majority of votes from the Directors to be elected. Director positions will be filled in accordance with candidates that receive the most votes. When more Directors are nominated than may serve, voting shall be a by a secret ballot. In the case of any open Director position where no candidate receives a majority of the votes, balloting shall continue until one candidate receives a majority. A tie shall be broken by the President. The Colorado Commissioner of Agriculture may send a letter of support to all those selected to serve for their first or second term as a Director.
- E. Director Term Limits.** Each Director shall be elected to serve for a term of three (3) years and may serve for no more than two (2) consecutive terms. Once the term limit has been reached, former Directors may be reelected after remaining off of the Board of Directors for a minimum of one (1) year. The Board of Directors shall make best efforts to stagger elections so that no more than one-third of the Directors shall be serving their first year of their first term.
- F. Director Resignation.** A Director may resign from the Board at any time by providing written notice to the Board or President of the CFA. Such resignation is effective upon delivery to the Board or President.

- G. Director Removal.** A Director or Directors may be removed with or without cause. Cause for removal may be found where the Director has neglected one or more of their duties as Directors, engaged in conduct prejudicial to the interests of the CFA, has violated the Articles of Incorporation or these Bylaws, or has violated applicable law. A Director or Directors may be removed without cause by a majority vote of the Directors at any meeting called for the purpose of removing that Director or Directors where a Quorum is present and notice of the vote to remove such Director or Directors is provided as the purpose, or one of the purposes for the meeting, in the notice to the Directors given least ten (10) days before such meeting. A Director or Directors may be removed for cause by a 2/3 vote of the Board of Directors at a meeting of the Directors where a Quorum is present and notice of the vote to remove the named Director or Directors at least ten (10) days before such meeting. The Board of Directors may be represented by counsel or adopt additional rules for the removal process that it considers necessary for the best interest of the CFA.
- H. Director Vacancies.** Vacancies on the Board of Directors shall be filled by a vote of the majority of the remaining Directors of the Board at any meeting where a Quorum is present and notice to appoint such Director is provided ten (10) days in advance of the meeting. The Advisors shall have the opportunity to provide their input prior to the Board voting on such appointment. Such appointed Director may serve until the next election of Directors, where he or she must be elected to by the Directors to continue to serve on the Board. The Colorado Commissioner of Agriculture may send a letter of support to anyone appointed to fill a Director vacancy.
- I. Director Compensation.** No Director shall for reason of their position be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a Director from receiving reimbursement for reasonable expenses incurred in connection with their service as a Director.
- J. Conflicts of Interest Disclosure.** A majority of the Board of Directors and a majority of the members of any Committee designated by the Board shall consist of persons who have no financial interest in the affairs of the CFA. Persons deemed to have a financial interest in the affairs of the CFA include persons receiving grants or compensation (other than reimbursement of expenses) from CFA; Independent Contractors for services engaged by CFA or grantee; persons with a financial relationship with such an Independent Contractor or grantee (such as Owners, Directors, and/or Officers of the Independent Contractor or grantee), and close family members of the foregoing. If a Director, Officer, or Committee member has a financial interest conflicting with the interest of CFA in any matter (such as whether to enter into a contract with, or make a grant to, such individual or an organization with which such individual is associated), then the individual must bring the

conflict to the attention of the other Directors, Officers, and Committee members and refrain from participating, deliberating or voting in any decision with respect to the matter.

- K. Interested Directors.** An "Interested Director" is a Director who is directly or indirectly a party to a transaction with the CFA. A Director is indirectly a party to a transaction if the Director has a material financial interest in the transaction or is an Officer, Director, or general partner in an entity which is a party to the transaction or is related to the an Officer, Director, or general partner in that entity. An Interested Director shall disclose the material facts of the transaction and their interest in or relationship to such transaction to the Board of Directors, or any Committee of the Board of Directors or Committee of the CFA considering such transaction prior to any action by the Board of Directors, or such Committee to authorize, approve, or ratify such transaction. The presence of an interested Director or of a Director who is otherwise not disinterested may not be counted in determining whether a Quorum of the Board of Directors or a Committee of the Board of Directors is present, and may not be counted when action is taken on the transaction.

ARTICLE VII. OFFICERS

- A. Directors as Officers.** Officers shall, by virtue of their office, be Directors and follow the duties of a Director in addition to their duties as an Officer of the CFA.
- B. Officer Positions.** The Officers of the CFA shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other offices as may be elected in accordance with the provisions in this article. Any two or more offices may be held by the same person, except the offices of President and Secretary.
- C. Officer Duties.** The duties of each office are defined as:
- i. President.** The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of its business and affairs, subject to the direction of the Board of Directors. They shall preside at all meetings of the Board of Directors. They may sign checks, contracts, or other instruments which the Board of Directors has authorized to be executed. They shall have such powers as may be reasonably construed as belonging to the President of any corporation. They shall complete assigned tasks as necessary.
 - ii. Vice President.** The Vice President shall in the event of the absence or inability of the President to exercise their office become acting President of the corporation with all the rights, privileges, and powers as if they had been the duly elected President. They shall oversee and coordinate all Committees of the corporation. They shall oversee organization documents required by law and ensure they are properly kept or filed. They shall complete assigned tasks as necessary.

- iii. **Secretary.** The Secretary shall keep the minutes and records of the Board of Directors in the appropriate books; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; keep a list of all Committees and their members; ensure proper filings of any certificates and renewals required by any statute, federal, state, and/or local governments; and 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/her by the President or by the Board of Directors.
 - iv. **Treasurer.** They shall ensure all required financial documents for the IRS and the State of Colorado are completed and provide updates to the Board of Directors of such filings prior to the filing and when completed. They may be one of the Officers who shall sign checks or drafts of the corporation. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. They shall render at stated periods as the Board of Directors shall determine a written account of the finances of the corporation and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. They shall exercise all duties incident to the Office of Treasurer. They shall complete assigned tasks as necessary.
- D. Election of Officers.** Officers shall be elected at the Annual Meeting. At any Regular Meeting or Special Meeting after which any election of Directors has occurred for a given year, if applicable, the Board of Directors shall appoint an Officers Nominating Committee from the Advisory Board of the corporation. The Officers Nominating Committee shall nominate a slate of candidates to serve as Officers as defined in Article VIII, Section E of these Bylaws. The Board of Directors may approve said slate during their Annual Meeting by a majority vote. If the Board of Directors does not elect the slate by a majority vote, vacant Officer positions will be elected individually by the Board of Directors. Any Director eligible to hold an office, consistent with these Bylaws, may be nominated and accept such nomination for an Officer position verbally at the Annual Meeting. A vote may be taken from the Board of Directors in accordance with any means provided by these Bylaws. Officer positions will be filled in accordance with candidates that receive the most votes, however all Officers must receive a majority of votes from the Directors to be elected. When more Officers have been nominated for an Officer position than may serve, voting shall be by a secret ballot. In the case of any open Officer position where no candidate receives a majority of votes, balloting shall continue until one candidate receives a majority. A tie shall be broken by the current President, or in the event that the tie concerns the President, the current Vice President.

- E. Term of Officers.** Each Officer shall be elected to a one (1) year term. Each Officer may be reelected as an Officer to serve for a maximum of six (6) years, not to exceed Director term limits set forth by these Bylaws.
- F. Officer Resignation.** An Officer may resign at any time by providing written notice to the Board of Directors. Such resignation is effective upon delivery to the Board.
- L. Officer Removal.** An Officer or Officers may be removed without cause by a majority vote of the Directors at a Special Meeting called for the purpose of removing that Officer or Officers where a Quorum is present and notice of the vote to remove such Officer or Officers is provided as the purpose, or one of the purposes for the meeting, in the notice to the Directors given at least ten (10) days before such meeting. An Officer may be removed for cause by a 2/3 vote of the Board of Directors at a meeting of the Directors where a Quorum is present and notice of the vote to remove the named Officer or Officers at least ten (10) days before such meeting. The Board of Directors may be represented by counsel or adopt additional rules for the removal process as it considers necessary for the best interest of the CFA.
- G. Officer Vacancies.** Officer vacancies shall be filled by a vote of the majority of the remaining Directors at any meeting where a Quorum is present and notice to appoint such Officer is provided ten (10) days in advance of the meeting. The Advisors shall have the opportunity to provide their input prior to the appointment of the Officer. Such appointed Officer may serve until the next Annual Meeting, where he or she must be elected by the Directors to continue to serve as an Officer.
- M. Officer Compensation.** No Officer shall for reason of their position be entitled to receive any salary or compensation. However, nothing herein shall be construed to prevent an Officer from receiving reimbursement for reasonable expenses incurred in connection with their service as an Officer.

ARTICLE VIII. ADVISORY BOARD

- A. Responsibilities of the Advisory Board.** There shall be an Advisory Board to the Board of Directors for the purposes of:
 - i.** Developing, or causing to be developed, educational programs and materials;
 - ii.** Advising the Board of Directors of agriculturally-related matters for inclusion in education programs and materials;
 - iii.** Providing a resource base of expertise in agricultural materials;
 - iv.** Nominating a slate of candidates to serve as Officers of the CFA as defined in Article VIII, Section E; and

- v. Performing all other advisory functions that may from time to time be deemed necessary.
- B. Number, Tenure, and Qualifications of Advisors.** The Advisory Board shall be composed of a maximum of twelve (12) members comprised of representatives of federal and state agencies, educators, agricultural associations, agricultural producers, agricultural vendors, conservation and environment groups, and interested parties for the purpose of maintaining holistic balance. Each member of the Advisory Board shall hold office for a term of one (1) year and for any successive terms to which they desire to serve, and shall be known as "Advisors".
- C. Selection of Advisors.** Advisors shall be elected by the Board of Directors at any Regular or Special Meeting preceding the Annual Meeting called for the purpose of selecting Advisors, or where the selection of Advisors is named as one of the purposes of the meeting. To ensure a fair and open process for the election of Advisors, the Board shall adopt an application and set a deadline for the receipt of such application for all Advisor candidates. All timely submitted Advisor applications will be considered to be an accepted nomination to serve in the capacity of Advisor. All Advisor applications must be circulated to the Board of Directors at least ten (10) days prior to the Regular or Special Meeting at which the selection of Advisors is scheduled to occur. Advisors shall have the opportunity to provide their input prior to voting on the selection of Advisors. A vote may be taken from the Board of Directors in accordance with any means provided by these Bylaws. All Advisors must receive a majority of votes from the Directors to be selected. Advisor positions will be filled in accordance with candidates that receive the most votes. When more Advisors have been nominated for an Advisor position than may serve, voting shall be by a secret ballot. In the case of any open Advisor position where no candidate receives a majority of the votes, balloting shall continue until one candidate receives a majority. A tie shall be broken by the President. The Colorado Commissioner of Agriculture may send a letter of support to all those selected to serve as an Advisor.
- D. Advisory Board Chairperson.** The members of the Advisory Board shall appoint a Chairperson during the Annual Meeting. The Chairperson shall serve as Chairperson of the Nominating Committee or delegate such responsibility to another Advisor, serve as Parliamentarian for the Board of Directors or delegate such responsibilities to another Advisor, and shall complete assigned tasks as necessary.
- E. Officers Nominating Committee.** The Officers Nominating Committee shall consist of at least three (3) members of the Advisory Board and will be appointed by the Board of Directors at any Regular or Special Meeting occurring after the election of Directors and before the Annual Meeting. The purpose of the Officers Nominating Committee is to select

a slate of candidates to serve as Officers of the Board of Directors. Said slate shall be presented to the Board of Directors at least ten (10) days prior to the Annual Meeting.

- F. Advisor Resignation.** An Advisor may resign at any time by providing written notice to the Board or President of the CFA. Such resignation is effective upon delivery to the Board or President.
- G. Advisor Compensation.** No Advisor shall for reason of their position be entitled to receive any salary or compensation. However, nothing herein shall be construed to prevent an Advisor from receiving reimbursement for reasonable expenses incurred in connection with their service as an Advisor. Advisors, or organizations for which they work or serve as director, partner, or serve in another leadership role, may be hired on an Independent Contractor basis for short term projects and may receive compensation for such work. However, any Advisor who serves in the capacity of an Independent Contractor, or works for or serves as a director, partner, or other leadership role for an organization receiving compensation for such a project, is not eligible to serve on the Officers Nominating Committee.
- H. Advisor Limitations.** The function, purpose, and duty of the Advisory Board is to advise and assist the Board. No action by the Advisory Board shall be considered to be a transaction of business by the CFA, unless the Board votes to adopt or approve such action. No Advisor may hold themselves out as Officer of the corporation with the ability to conduct business or bind the corporation.

ARTICLE IX. EXECUTIVE DIRECTOR

The Executive Director shall be appointed by the Board of Directors to be the managing, administrative, and clerical agent of this corporation and shall serve at the pleasure of the board, consistent with any contract executed between the Board and the Executive Director. The Executive Director shall be empowered by the Board of Directors to act as the authorized representative of the Board in hiring, discharging, directing the duties, salaries, and other compensation of Employees or Contractors of the corporation. They shall be the legal custodian of all the books, papers, deeds, instruments, and records of the corporation, and shall appoint such Employees or Contractors as may be deemed necessary for the effective conduct of the business of the corporation. The Executive Director shall perform any other duties described in the contract. The Executive Director's appointment shall be reviewed annually.

ARTICLE X. COMMITTEES

- A.** The Board of Directors will assign permanent and ad hoc Committees as needed for the corporation.

- B. The Board shall provide duties and responsibilities to Committees.
- C. The Vice President shall oversee and coordinate all Committees.
- D. The Committees are comprised of members serving on the Board of Directors and the Advisory board. Other individuals, outside of the current Directors and Advisors, may serve as ex-officio members of Committees of the corporation and do so at the pleasure of the Directors.
- E. Any Director may attend Committee meetings at any time.
- F. **Permanent Committees:**
 - i. **Fundraising/Financial Committee.** The Fundraising/Financial Committee shall work throughout the year for the purpose of financial support and fundraising for the corporation. This Committee also works with the Treasurer and Executive Director on the development of the corporation budget for presentation to the entire Board of Directors for approval. Other duties may be assigned as necessary.
 - ii. **Governance Committee.** The Governance Committee shall meet regularly to review, update, and/or create new Bylaws and Policies each year. Other duties may be assigned as necessary.
 - iii. **Classroom Education Committee.** The purpose of the Classroom Education Committee is to suggest and review programming to be used for the instruction of students. Other duties may be assigned as necessary.
 - iv. **Professional Development.** The purpose of the Professional Development Committee is to create learning and training opportunities for in-service and pre-service educators to better integrate agricultural concepts within their classrooms. Other duties may be assigned as necessary.
- G. **Other Committees.** At the direction of the Board of Directors, other Committees may be created, their size and function defined, and other necessary administrative matters set forth by duly enacted resolution of the Board of Directors.

ARTICLE XI. FINANCIALS

- A. **Fiscal Year.** The corporation shall have a fiscal year of August 1 to July 31.
- B. **Records and Books.** The corporation shall keep correct and complete books and records of accounts. Any member of the Board of Directors or Advisory Board, or their agent or attorney, is entitled to inspect and copy, during regular business hours at the nonprofit corporation's principal office, any of the records of the nonprofit corporation if the Director

or Advisor gives the nonprofit corporation written demand at least five (5) business days before the date on which the Director or Advisor wishes to inspect and copy such records.

ARTICLE XII. INDEMNIFICATION & INSURANCE

- A. The CFA may maintain Directors & Officers Insurance in amounts suitable and customary for a nonprofit organization of its size and appropriate to its activities.
- B. Up to the extent fully covered by its insurance policy, the CFA agrees to indemnify, defend and hold harmless the Board members, its Officers, Directors, Advisors, Employees, and Contractors from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the CFA, arising out of or related to CFA's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the willful or wanton acts of the Director or any other party indemnified herein.

ARTICLE XIII. AUTHORITIES, COUNSEL, AND CONSULTANTS

- A. Rules, Policies, and Procedures.** The corporation shall implement Policies as deemed necessary for the corporation. Policies may include such Policies as Indemnification and Insurance, Anti-Discrimination, Code of Ethics, Compensation, Conflict of Interest, Documentation Retention and Destruction, Fiscal/Financial, Gift Acceptance, Human Resources, and Whistleblower. The Policies will be reviewed and updated annually by approval of the Board of Directors.
- B. Robert's Rules of Order.** All deliberations of the CFA, its Board, and its Committees shall be governed by parliamentary procedure as interpreted by the current edition of Robert's Rules of Order, Newly Revised, when not in conflict with the law, the Articles of Incorporation, these Bylaws, or Rules, Policies, and Procedures adopted pursuant to these Bylaws.
- C. General Counsel.** The Association's general counsel, if any, may be appointed or terminated by the Board of Directors.
- D. Accountants and Auditors.** Accountants and auditors may be appointed or terminated by the Board of Directors.
- E. Contracts.** The Board of Directors may authorize the Officers or the Executive Director of the CFA to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CFA, and such authority may be general or confined to specific instances. Certain contracts may be required to be reviewed by counsel, in accordance with Policies adopted by the Board of Directors.

- F. Values and Non-Discrimination Policy.** The CFA values equity, diversity, and inclusion. The CFA shall not discriminate against any person on the basis of race, ethnicity, age, religion, disability, or sexual orientation in any of its programs or activities.

ARTICLE XIV. AMENDMENTS

- A.** These Bylaws shall be reviewed annually.
- B.** These Bylaws may be altered, amended, repealed, or added to by an affirmative vote of not less than two-thirds (2/3) of the Board of Directors, provided that the resulting Bylaws of the CFA are consistent with the law and the Articles of Incorporation.

ARTICLE XV. DISSOLUTION

The CFA is organized as a Colorado Nonprofit Corporation. No amount of its earnings shall inure, directly or indirectly, to the benefit of the members of CFA individually. Upon dissolution of the corporation, the Board of Directors, after paying, satisfying, or discharging all of the liabilities and obligations of CFA, shall dispose of all the assets of the CFA in a manner determined by the Board so that the remaining assets inure exclusively to the benefit of an organization or organizations having substantially the same purposes of CFA, and organized and operated in a manner which qualifies for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding provision of any future United States Internal Revenue Law. In no event shall any part of the assets of CFA be distributed to or inure to the benefit of any Officer, Director, or Advisor of CFA or any other non-exempt party upon dissolution.

COLORADO FOUNDATION FOR AGRICULTURE, INC.

BOARD OF DIRECTORS

BYLAWS

President

Vice President

Secretary/Treasurer

Director

Director

Director

Director