

**BYLAWS  
OF  
PUNK ROCK SAVES LIVES  
A Colorado Nonprofit Corporation**

**ARTICLE 1  
CORPORATE NAME AND PURPOSE**

1.1 Name. The name of the corporation is Punk Rock Saves Lives (the "Corporation").

1.2 Purpose. The Corporation is organized exclusively for the charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code"). The Corporation may carry on any other lawful activity consistent with its Articles of Incorporation, these Bylaws and the Colorado Revised Nonprofit Corporation Act (the "Act"), each as may be amended from time to time.

1.3 Prohibited Activities. Neither the name of the Corporation nor the names of any Director or Officer in their official capacity with the Corporation, shall be used to endorse or promote a commercial concern or for any purpose not appropriately related to promotion of the goals of the organization. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, Officers or other private persons, except as provided in this Section 1.3, Section 3.10 and Section 5.2.4. The Corporation shall not directly or indirectly participate or intervene in any way (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office. The Corporation shall not devote more than an insubstantial part of its activities to attempting to influence legislation. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal taxation under Section 501(c)(3) of the Code or the Act.

**ARTICLE 2  
OFFICES**

2.1 The principal office of the Corporation shall be located within or without the State of Colorado, at such place as the Board shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board may designate. The Corporation shall have and maintain within the State of Colorado a registered office at such place as may be designated by the Board.

**ARTICLE 3  
DIRECTORS**

3.1 Board of Directors. The business of the Corporation shall be managed by a board of directors (the "Board"), consisting of a minimum of eight (8) and a maximum of twelve (12) members as determined from time to time by the Board, who shall be at least eighteen (18) years

of age but who need not be residents of the State of Colorado (each, a “Director”). The Executive Director shall serve as a nonvoting member of the Board.

3.2 Election and Term of Directors. Subject to Section 3.3 of this Article, the Directors shall hold office for a term of three (3) years, which term shall automatically renew for successive three (3) year terms unless and until otherwise terminated as provided in this section. Each Director shall hold office until his or her successor has been elected and qualified, or until his or her death, resignation or removal.

3.3 Resignation and Removal. A Director may resign at any time by giving written notice to the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Secretary, and the acceptance of the resignation shall not be necessary to make it effective. Any Director may be removed at any time, with or without cause, by a vote of two-thirds of the Directors then in office.

3.4 Quorum of Directors. Four (4) Directors of the Board shall constitute a quorum for the transaction of business or of any specified item of business.

3.5 Action of the Board. Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote.

3.6 Place and Time of Board Meetings. The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the State of Colorado, as it may from time to time determine. If the meeting is held without the State of Colorado, notice must be given by mail, electronic mail or telephone not less than ten (10) days before the meeting, and said notice shall contain the date, place and purpose of the meeting. Notice is given when deposited if given by United States mail with postage prepaid, or when sent if given by electronic mail or telephone. Attendance at any meeting may be by telephone, teleconference, videoconference or any other remote means of communication by which all directors participating may hear each other during the meeting.

3.7 Regular Annual Meetings. A regular annual meeting of the Board shall be held on or before the first business day of April of each year. The annual meeting of the Board shall be for the purposes of electing directors, appointing officers, and the transaction of any other business of the Corporation that may come before the Board.

3.8 Notice of Meetings of the Board; Adjournment.

3.8.1 Except as provided in Section 3.6, regular meetings of the Board may be held without notice at such time and place as the Board shall from time to time determine. Special meetings of the Board may be called by the Chair or Secretary by written request of any Director upon five (5) days’ notice to each Director either personally or by mail, electronic mail or telephone, except as provided by Section 3.12. Notice of a meeting need not be given to any Director who submits a waiver of notice, whether before or after the meeting, or who attends the meeting without objecting at the beginning of the meeting to the holding of the meeting or the transacting of business at the meeting.



3.8.2 A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who are absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

### 3.9 Executive and Other Committees.

3.9.1 The Board, by resolution adopted by a majority of the entire Board, shall designate from among its members a Finance Committee, and may designate from among its members an Executive Committee, a Governance Committee, and such other committees as shall be determined by the Board. The Executive Committee shall be composed of members of the Board, and may act in the absence of the Board within the parameters and limitations set forth by the Board. The Governance Committee reviews the Corporation's governance issues and recommends appropriate governance policies. The Governance Committee also leads the Board development and recruitment process, establishes Director responsibilities and monitors progress on fulfilling these obligations. The Finance Committee makes recommendations concerning the Corporation's finances and develops the Corporation's budget. This committee approves the annual budget and monitors the budget by reviewing financial reports and forecasts. In addition, it ensures adherence to the Corporation's financial policies. One member of each committee shall be appointed chair of such committee by the Board or, if not appointed by the Board, by the members of such committee. The committee chair shall call, conduct and cause minutes to be prepared for each committee meeting. Vacancies on the Executive Committee, Finance Committee and Governance Committee shall be filled by appointment by the Executive Director with ratification at the next meeting of the Board.

3.9.2 Each committee shall serve at the pleasure of the Board. No committee shall have the power or authority to: (a) amend, restate, alter or repeal the Articles of Incorporation of the Corporation; (b) amend, alter or repeal these or any other Bylaws of the Corporation; (c) elect, appoint or remove any member of any such committee or any officer or Director of the Corporation; (d) adopt a plan of merger or consolidation with any other corporation; (e) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; (f) authorize the voluntary dissolution of the Corporation or revoke any proceedings for the voluntary dissolution of the Corporation; (g) adopt any plan for the distribution of the assets of the Corporation; (h) amend, alter or repeal any resolution of the Board which by its terms does not expressly provide that it may be amended, altered or repealed by such committee; or (i) take any other action prohibited by law. All committees of the Board shall keep regular minutes of their respective transactions and shall report their actions to the Board at the meeting of the Board next following such actions.

3.10 Compensation. No compensation shall be paid to Directors, as such, for their services, but by authorization of the Executive Director or the Board, payment or reimbursement of expenses incurred may be authorized, including for actual attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor or for being reimbursed for expenses in connection therewith.



3.11 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board or a committee of the Board at which action on any corporate matter is taken shall be presumed to have assented to the holding of the meeting unless he or she objects at the beginning of such meeting to the holding of the meeting or the transacting of business at the meeting and either (a) contemporaneously requests that his or her dissent from the action taken be entered in the minutes of such meeting, or (b) files his or her written dissent to such action with the person presiding at the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right of a Director to dissent as to a specific action taken in a meeting of the Board or a committee of the Board pursuant to this Section 3.11 is not available to a Director who votes in favor of such action.

3.12 Majority Written Consent of Directors. Any action that may be taken by vote at a meeting of the Board or a committee of the Board may be taken without a meeting if the action is evidenced by one or more written consents describing the action taken, signed by a majority of Directors or committee members entitled to vote on such matter, and delivered to the Secretary for inclusion in the minutes or for filing with the corporate records. Action taken under this Section 3.12 is effective when a majority of Directors or committee members have signed the consent unless the consent specifies a different effective date. Such consent has the same force and effect as a unanimous vote of the Directors or committee members and may be stated as such in any document. A consent may be signed by electronic means, including but not limited to email and text, or any other reasonable manner of recording a Director's assent to the action.

3.13 Advisory Board. The Board may appoint one or more persons to act as advisers to the Board (each, a "Advisory Board Member"). Each Advisory Board Member shall serve for the term he or she is appointed or until his or her earlier death, resignation, retirement or removal, with or without cause, as determined by the Board. Any Advisory Board Member may be removed by the Chair or by the affirmative vote of a majority of the Board, whenever in their judgment it is the best interest of the Corporation to do so. Each Advisory Board Member may, upon invitation by the Board, attend and be present at all or a portion of one or more meetings of the Board or its committees, although any such meeting may be held with or without notice to any Advisory Board Member, and no Advisory Board Member shall be considered in determining whether a quorum of the Board or a committee is present. Advisory Board Member shall serve only as advisers to the Board, and as such shall not be entitled or permitted to vote on any matter presented to the Board or a committee or to bind the Corporation in any manner. No Advisory Board Member shall, by virtue of his or her role as an Advisory Board Member, be deemed a member of the Board or committee, nor to have any responsibility or to be subject to any liability imposed upon a Director or in any manner otherwise deemed a member of the Board. Advisory Board Members shall not be entitled to receive from the Corporation any compensation for their services, but may be reimbursed for reasonable expenses incurred, as the Executive Director shall determine from time to time.

## **ARTICLE 4 MEMBERS**



4.1 The Corporation shall not have members as that term is used in the Act and shall have no capital stock. The Corporation shall be governed exclusively by the Board pursuant to Article 3 herein.

## **ARTICLE 5 OFFICERS**

### 5.1 Offices, Appointment and Term of Office.

5.1.1 The Board shall appoint from among its members a Chair, a Secretary and a Treasurer, and may appoint such other officers as the Board may determine who shall have such duties, powers and functions as hereinafter provided. The Board shall also appoint an Executive Director, as provided in Section 5.7.

5.1.2 The officers shall be removed and replaced by majority vote of the Board. All officers that are elected or appointed shall hold office at the pleasure of the Board. Two or more offices may be held by one person. The terms of officers shall continue until resignation, removal or replacement.

### 5.2 Removal, Resignation and Salary.

5.2.1 Any officer appointed by the Board may be removed by the Board with or without cause.

5.2.2 Any officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the Corporation's Executive Director or Secretary, but the acceptance of any such resignation shall not be necessary to make it effective.

5.2.3 In the event of the death, resignation or removal of an officer, the Board in its discretion may appoint a successor to fill the unexpired term.

5.2.4 The salaries, if any, of all officers shall be fixed by the Board from time to time; provided that compensation shall only be paid for personal services that are reasonable and necessary to carry out the charitable, scientific, literary, religious and educational purposes of the Corporation and shall not be excessive; and provided further that no compensation shall be paid to any government official, as defined in Section 4946(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

5.3 Chair. The Board shall appoint from among its members one Director to serve as chairman of the Board (the "Chair"). The Chair shall call, conduct and cause minutes to be prepared for each Board meeting. At all meetings of the Board, the Chair shall preside, or in his or her absence the next highest officer or else whomever the Board appoints to serve in such capacity.

5.4 Secretary. The Secretary shall attend and keep the minutes of all the meetings of the Board. The Secretary shall ensure that copies of approved minutes of such meetings are placed in permanent files of the Corporation. In general, the Secretary shall perform all duties



incident to the office of Secretary and such other duties as may be prescribed from time to time by the Executive Director or the Board.

5.5 Treasurer. The Treasurer shall authorize the Executive Director to have the custody of the corporate funds and securities. The Executive Director shall keep full and accurate accounts of receipts and disbursements in the corporate books. The Treasurer shall receive periodic reports from the Executive Director confirming (a) the deposit of all money and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board, (b) disbursement of the funds of the Corporation as may be ordered or authorized by the Board, and (c) preservation of proper vouchers for such disbursements. The Executive Director shall render to the Treasurer and Board at the regular meetings of the Board, or whenever they require it, an account of all transactions that were made as Executive Director and of the financial condition of the Corporation. The Treasurer shall be furnished, at his or her request, with such reports and statements as he or she may require from the Board committees, Executive Director, corporate officers and agents as to all financial transactions of the Corporation. In general, the Treasurer shall perform all duties as are given to him by these Bylaws or as from time to time are assigned to him by the Board.

5.6 Assistant Officers. The Board may appoint (or delegate to the Executive Director the right to appoint) such other officers and agents as may be necessary or desirable for the business of the Corporation. Such other officers may include one or more vice presidents, assistant secretaries and treasurers who shall have the power and authority to act in place of the officer to whom they are appointed as an assistant in the event of the officer's inability or unavailability to act in his or her official capacity.

5.7 Executive Director. The Corporation shall have one Executive Director. The Executive Director shall be the principal 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. The Executive Director may sign any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board 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. In general, the Executive Director shall perform all duties incident to such office and such other duties as may be prescribed by the Board from time to time. The Executive Director shall serve indefinitely at the pleasure of the Board until such time he or she resigns, is removed by the Board for any reason whatsoever (subject only to contractual limitations that may be from time to time executed between the Executive Director and the Corporation), or cannot otherwise perform the duties required of the office.

5.8 Sureties and Bonds. In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct. The Bond shall be conditioned upon the officer's or agent's faithful performance of his or her duties to the Corporation and shall include responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his or her hands.

**ARTICLE 6  
FINANCES**

The monies, securities and other valuable effects of the Corporation shall be deposited in the name of the Corporation in such banks or trust companies as the Board shall designate and shall be drawn out or removed as may be authorized from time to time by the Executive Director, the Treasurer or the Board.

**ARTICLE 7  
CORPORATE SEAL**

The Corporation shall not adopt a corporate seal.

**ARTICLE 8  
EXECUTION OF INSTRUMENTS**

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board may from time to time designate.

**ARTICLE 9  
ORDER OF BUSINESS**

At all meetings of the Board, the order of business, as far as practicable, shall be as follows:

1. Roll call.
2. Proof of notice of meeting or waiver of notice.
3. Reading and approval of unapproved minutes.
4. Reports of officers and committees.
5. Appointment of officers or Directors.
6. Unfinished business.
7. New business.
8. Adjournment.

**ARTICLE 10  
REFERENCES TO ARTICLES OF INCORPORATION**

Reference to the Articles of Incorporation in these Bylaws shall include all amendments thereto or changes thereof unless specifically excepted.

**ARTICLE 11  
FISCAL YEAR**

The fiscal year of the Corporation shall be from January 1 through December 31, unless otherwise designated by the Board.



**ARTICLE 12  
INDEMNIFICATION**

The Corporation shall, subject to the approval of a majority vote of the Directors, indemnify any and all of its Directors, officers or Executive Director, or former Directors, officers or Executive Director, or any person who may have served at its request as a Director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, to the fullest extent as provided by the laws of the State of Colorado.

**ARTICLE 13  
NONDISCRIMINATORY POLICY**

The Corporation shall make its services, facilities and programs available to all persons regardless of race, color, creed, gender, gender variance, age, disability, marital status, sexual orientation, or national origin, and the Corporation shall not in any way discriminate against any person on the basis of race, color, creed, gender, gender variance, age, disability, marital status, sexual orientation, or national origin.

**ARTICLE 14  
BYLAW AMENDMENTS**

These Bylaws may be amended, altered or repealed and new Bylaws may be adopted by 75% vote of the Board at any regular or special meeting.

ADOPTED, effective \_\_\_\_\_, 2019.

BOARD OF DIRECTORS:

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Rico Dejoie

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Michelle Dell

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Renee DeMontreux

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Justin Geever

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Deena Keys

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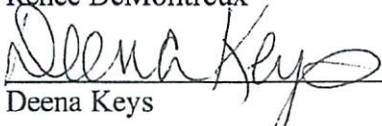
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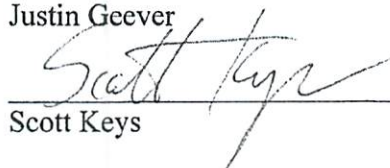
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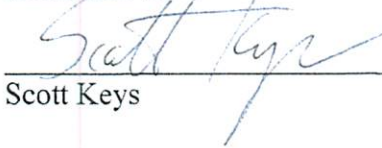
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