

BYLAWS OF THE DENVER ACTORS FUND, INC.

Amended: May 1, 2019

Adopted by Board of Directors: May 4, 2019

ARTICLE I: OFFICE AND REGISTERED AGENT

Section 1: Principal Office. The principal office of the DENVER ACTORS FUND, INC. shall be in the State of Colorado.

Section 2: Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Colorado, as required by the State of Colorado Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

ARTICLE II: PURPOSE The Denver Actors Fund, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code.

ARTICLE III: BOARD OF DIRECTORS

Section 1: Powers. There shall be a Board of Directors of The Denver Actors Fund, Inc., which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2: Number and Qualifications. The members of the initial Board of Directors of The Denver Actors Fund, Inc. shall be those individuals elected and qualified as of the first official meeting of the Board of Directors. Thereafter, the Board of Directors shall be composed of no less than three (3) and no more than fifteen (15) individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 3: Election and Term of Office. The members of the Board of Directors shall be elected by the Board of Directors itself at the annual meeting of the Board of Directors. Directors shall serve staggered three-year terms. The initial President shall serve a three year term. The initial Treasurer shall serve a two-year term. The

initial Secretary shall serve a one year term. All terms are renewable.

Section 4: Resignation. Any director may resign at any time by giving written notice to the President of the Board of Directors and the Executive Director. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Board of Directors.

Section 5: Removal. Any director may be removed from such office, with or without cause, by a two-thirds vote of the Board of Directors at the annual meeting of the Board of Directors or at a special meeting of the Board of Directors called expressly for that purpose.

Section 6: Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 7: Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year, at such time, day, and place as shall be designated by the President of the Board of Directors.

Section 8: Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President of the Board of Directors to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 9: Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least ten (10) days previous to the meeting and in the manner set forth in Section 2 of Article VI. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting or by oral waiver entered into the minutes of the meeting for which notice is being waived. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10: Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11: Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall

be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12: Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the directors.

Article IV: CONFLICTS OF INTEREST

Section 1: Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions.

(a) Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures.

(a) Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(d) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(e) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(f) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4: Violations of the Conflicts of Interest Policy.

- (a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 5: Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5: Compensation.

- (a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- (c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6: Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7: Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE V: OFFICERS

Section 1: Officers. The officers of The Denver Actors Fund, Inc., shall consist of the Executive Director, the President of the Board of Directors, the Treasurer, and the Secretary. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary, and such officers shall have the authority prescribed by the Board. No individual officer or director shall hold more than one office.

Section 2: Election of Officers. The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors.

Section 3: Term of Office and Removal.

(a) The Executive Director shall serve a one year term. The Board of Directors shall vote to either retain or remove the Executive Director at the annual meeting of the Board of Directors. The Executive Director shall not be removed without a unanimous vote of the Board of Directors. If the Board of Directors votes to remove the Executive Director the President shall nominate a new Executive Director. The Board of Directors shall consider and vote upon any such nominee as soon as is practicable following the removal of the Executive Director. Unanimous approval of the board of Directors is required in order to appoint a new Executive Director. No Financial Aid Distributions shall be made by the Corporation at anytime when there is not a duly elected Executive Director.

(b) The terms of office for the President, Treasurer, and Secretary and the rules governing removal of such officers shall be determined according to Article III, Section 3 of these bylaws.

Section 4: Resignation. Any officer may resign at any time by giving written notice to the President of the Board of Directors Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately upon acceptance by the President of the Board of Directors.

Section 5: Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 6: Executive Director. The Executive Director shall be the sole officer vested with the authority to make distributions from the funds of the Corporation to members of the local theater community, subject to discretionary limitations established by the Board of Directors.

Section 7: President. The President shall have control of the business and affairs of the Corporation. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be Executed, and shall perform all duties incident to the office of President as may be prescribed by the Board of Directors.

Section 8: Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 9: Treasurer. The Treasurer shall be responsible for and oversee all financial administration of the Corporation. The Treasurer shall ensure the Executive Director properly receives and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate banks, and in general perform all 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 Board of Directors.

ARTICLE VI: INDEMNIFICATION

Section 1: Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Section 2: Amounts paid in indemnification of expenses and liabilities may include, but

shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

Section 3: The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE VII: AMENDMENTS TO BYLAWS

Section 1: These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of two-thirds of the total number of Directors. The notice for any meeting where amendments to the bylaws will be discussed or voted upon shall set forth the text of any proposed amendments.