

BYLAWS
OF
QUALITY COMMUNITY FOUNDATION
(A Colorado Nonprofit Corporation)

Effective: November 16, 2019

**BYLAWS
OF
QUALITY COMMUNITY FOUNDATION
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BYLAWS
OF
QUALITY COMMUNITY FOUNDATION
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ARTICLE I.

Offices

1. **Business Offices.** The principal office of the corporation in the State of Colorado shall be located at 7887 East 60th Avenue, Commerce City, Colorado 80022-3203. The corporation may have such other offices, either within or without the State of Colorado, as the board of directors may determine or as the affairs of the corporation may require from time to time.
2. **Registered Office.** The corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Revised Nonprofit Corporation Act (hereinafter “the Act”). The registered office may be, but need not be, identical with the principal office if the principal office is in the State of Colorado. The address of the registered office may be changed from time to time by the corporation as long as the proper filings are made with the Secretary of State of Colorado.

ARTICLE II.

Objectives

The corporation’s objectives shall be to fulfill its “charitable purposes” within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (“the Code”), and as described in the corporation’s articles of incorporation, as well as such other objectives as may be established by the board of directors which are not inconsistent therewith or with Colorado law.

ARTICLE III.

Members

The corporation shall have no members.

ARTICLE IV.

Board of Directors

1. General Powers. The affairs of the corporation shall be managed by its board of directors. Directors shall consist of a City Manager's designee City and such other individuals as appointed by the City Council of the City of Commerce City. The members of the board of directors shall in all cases act as a board, and may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper, provided that such rules and regulations are not inconsistent with the articles of incorporation, these bylaws, the Code and Colorado law.

2. Number of Directors. The number of directors of the corporation shall be not less than five nor more than eleven, as may be fixed from time to time by resolution of the board of directors. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

(a) Initial and Additional Directors; Terms of Office. The initial board of directors shall consist of those individuals named as initial directors in the Organizational Consent Minutes of the corporation effective April 25, 2006. Such directors shall serve until their terms indicated in such Minutes or until their removal or resignation as provided herein. With the exception of the City Manager's designee, any additional or replacement directors shall be determined by majority vote of the City Council of the City of Commerce City. The City Manager's designee shall serve as director until his or her resignation, dismissal or retirement from his or her position with the City of Commerce City. All other directors shall serve three-year terms.

(b) Removal of Directors. With the exception of the City Manager's designee, any member of the board of directors may be removed at any time, without cause by a majority vote of the City Council of the City of Commerce City.

(c) Absences. In the event that a member of the board of directors is absent from three meetings, without providing prior notice to an officer, the board may by an affirmative vote of the majority present at a meeting request the City Council to remove said board member.

(d) Foundation Activities & Programs. Actively participate in planning programs and events hosted by foundation. Board members will make every effort to attend at least 1 activity/event.

3. Regular Meetings. The board of directors may provide by resolution the time and place, either within or without the State of Colorado, for the holding of the annual meeting and other regular meetings of the board without other notice than such resolution.

4. 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, either within or without the State of Colorado, as the place for holding any special meeting of the board called by them.

5. Notice of Meetings. Written notice of each meeting of directors, whether annual, regular or special, shall be given to each director in writing. If such notice is given either by delivering

written notice, including by email, to a director or by personally telephoning such director, it shall be so given at least two (2) days prior to the meeting. The notice of all meetings shall state the place, date and hour thereof, but need not, unless otherwise required by law or these bylaws, state the purpose or purposes thereof.

6. Public Access to Meetings. Members of the public may attend regular QCF meetings. Time will be allowed at the start of each meeting for members of the public to address the board. Any member of the public may request time on the agenda by contacting the Staff Liaison no later than one week before the published meeting date. Financial and strategic discussions, personnel matters, and evaluation of programs shall be considered confidential matters and will be conducted in Executive Session.

7. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Absent members may provide proxy in writing, including email to the president/officer present for purposes of approving minutes & financial report.

8. Manner of Acting. Except as otherwise provided by law or these bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

9. Actions with Respect to Charitable Lead Trusts. Notwithstanding the above, no director who contributes property to a charitable lead trust (within the meaning of Sections 2055 and 2522 of the Code) which includes the corporation as a charitable beneficiary, shall participate in or vote on the selection of any recipients of grants from the corporation involving funds transferred to the corporation from such trust.

9. Vacancies. Any vacancy occurring in the board of directors, including any vacancy resulting from an increase in the number of directors, may be filled as provided in paragraph 3. of Article IV.

1. Compensation. Directors shall not be compensated for their services as directors. However, by resolution of the board of directors, a fixed sum to cover the expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board. Nothing herein shall be construed to preclude any director from serving the corporation in some other capacity and receiving compensation therefore.

2. Board Member Contributions. Because board service implies a commitment of the board member's skills, time, talent and treasure, it is accepted that all board members will make financial contributions to the Corporation. Accordingly, all board members are expected to make a financial contribution in an amount that is meaningful to them personally every calendar year. This expectation is separate from and in addition to the expectation that board members will solicit contributions – financial and in-kind – from others and support the overall fundraising efforts of the Corporation.

a. Contributions may be scheduled in a series of smaller gifts or payments.

b. In the case of financial hardship, a board member who is unable to make a personal contribution may request an exemption, which must be approved by the Board Chair.

3. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if each director in writing either (a) votes for such action; or (b) (I) votes against such action or abstains from voting; and (II) waives the right to demand that action not be taken without a meeting. Action is taken under this section only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted.

4. Meetings by remote devices. Members of the board of directors or any committee designated thereby may hold or participate in a meeting of the board of directors or such committee by means of conference telephone or similar digital communications equipment provided that all such persons so participating in such meeting can hear each other at the same time.

ARTICLE V.

Officers

1. Officers. The officers of the corporation shall be a president, a vice president, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may appoint such other officers and assistant officers as they may consider necessary, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board of Directors. No salaries shall be paid to any such officers. In all cases where the duties of any officer or agent are not prescribed by the Articles of Incorporation, the By-Laws or by the Board of Directors, such officer or agent shall follow the orders and instructions of the President.

(a) The city of Commerce City will provide a staff person to assist the corporation in their operations. This staff person will be present at meetings and will assist with administrative tasks including keeping a record containing the names and addresses of all members of the Board of Directors, recording the minutes of the meetings of the Board of Directors and of the Corporation and other designated duties. The staff person will not have voting privileges on the board.

3. Election and Term of Office. Unless otherwise provided herein, the officers of the corporation shall be elected annually by the board of directors at the next regular meeting of the board of directors following the annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

4. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors at any time with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

5. 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. The vote to fill a vacancy in the office of president or vice president shall occur at the next regular or special meeting of the board.

6. President. The president shall be elected by the board of directors and shall serve as the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the board of directors. The president may sign, with any other proper officer of the corporation, contracts or other instruments which the board of directors has authorized to be executed, except in the cases where signing and execution thereof shall be expressly delegated by the board of directors, by these bylaws or by statute to some other officer or agent of the corporation. In general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

7. Vice President. In the absence of the president or in event of the president's inability or refusal to act, the vice president (or in the event that there be more than one vice president, the vice presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as, from time to time, may be assigned to him or her by the president or by the board of directors.

8. Treasurer. The treasurer shall be designated by the City Manager. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the

corporation in such banks, trust companies or other depositaries as shall be selected in accordance with these bylaws; 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 president or by the board of directors.

ARTICLE VI.

Committees

1. Committees of Directors. The board of directors may create one or more committees of the board and appoint one or more directors to serve on them, by vote of a majority of all directors then in office, which committees shall have and exercise the authority delegated to them by the board of directors in the management of the corporation, except that no such committee shall have the authority to make or authorize distributions; elect, appoint or remove any director; amend or repeal the articles of incorporation or bylaws of the corporation; or approve a plan of merger, sale, lease, exchange or other distribution of all or substantially all of the corporation's property, with or without goodwill, other than in the usual and regular course of business.
2. Other Committees. The corporation may have other committees similarly appointed which shall not have the authority of the board of directors in the management of the corporation.
3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the board of directors of the corporation and until his or her successor is appointed, unless the board of directors shall sooner terminate such committee or remove such member, or unless such member shall cease to qualify as a member thereof.
4. Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.
5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
6. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
7. Rules. The same rules described herein regarding meetings, action without meeting, notice, waiver of notice and quorum and voting requirements of the board of directors similarly apply to the committees of the board and their members.

ARTICLE VII.

Standards of Conduct for Officers and Directors

Each director and officer with discretionary authority shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director or officer reasonably believes to be in the best interests of the corporation. In discharging duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more officers or employees of the corporation whom

the director or officer reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, a public accountant, or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (c) in the case of a director, a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence.

A director or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted. A director or officer is not liable as such to the corporation for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this article.

ARTICLE VIII.

Directors' Conflicting Interest Transactions

1. **Conflicting Interest Transactions.** As used in this article, "conflicting interest transaction" means a contract, transaction, or other financial relationship between the corporation and a director of the corporation, or between the corporation and a party related to a director, or between the corporation and an entity in which a director of the corporation is a director or officer or has a financial interest.

2. **Prohibition Against Loans to Directors or Officers.** No loans shall be made by the corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

3. **Voidability of Conflicting Interest Transactions.** No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions solely because the director is present at or participates in the meeting of the corporation's board of directors or of the committee of the board of directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the director's vote is counted for such purpose if:

(a) The material facts as to the director's relationship or interest as to the transaction are disclosed or are known to the board of directors or the committee, and the board of directors or committee in good faith authorizes, approves or ratifies the transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

(b) The transaction is fair to the corporation.

4. **Approval of Conflicting Interest Transactions.** Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

5. Party Related to Director. For purposes of this article, a “party related to a director” shall mean a spouse, descendent, ancestor, or sibling of a director; the spouse of a descendent, ancestor or sibling of a director; an estate or trust in which the director or a party related to a director has a beneficial interest; or an entity in which a party related to a director is a director or officer, or has a financial interest.

ARTICLE IX.

Indemnification

1. Indemnification. To the extent permitted or required by the Act and any other applicable law, if any director or officer (as defined below in this paragraph 1.) of the corporation is made a party to or is involved in (for example, as a witness) any “proceeding” (as defined below in this paragraph 1.) because such person is or was a director or officer of the corporation, the corporation (a) shall indemnify such person from and against any judgments, penalties, fines (including, but not limited to, ERISA excise taxes), amounts paid in settlement and reasonable expenses (including, but not limited to, expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and (b) shall advance to such person expenses incurred in such proceeding. Furthermore, the corporation may in its discretion (but is not obligated in any way to) indemnify and advance expenses to an employee or agent of the corporation to the same extent as to a director or officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive and the corporation may, at its discretion, provide for indemnification or advancement of expenses in a resolution of its directors, in a contract or in its articles of incorporation. Any repeal or modification of the foregoing provisions of this article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect. In the case of any amendment of the Act after the date of adoption of this article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term “Act” shall include such amendment only to the extent that the amendment permits a corporation to provide broader indemnification rights than the Act permitted prior to the amendment.

For purposes of this paragraph 1., the term “director” or “officer” means (a) a director or officer of the corporation and (b) while an individual is a director or officer of the corporation, the individuals serving at the corporation’s request as a director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign corporation,

Nonprofit corporation, or other person or of an employee benefit plan, and (c) any other position (not with the corporation itself) in which a director or officer of the corporation is serving at the request of the corporation and for which indemnification by the corporation is permitted by the act. For purposes of this paragraph 1., the term “proceeding” means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.

3. Limitation. Notwithstanding any other provision of this article, during any period that the corporation is a “private foundation” within the meaning of Section 509 of the Code, or any corresponding provision of any future United States tax law, the corporation shall not indemnify any person from or against or advance to any person the cost of, such expenses, judgments, fines, or amounts paid or necessarily incurred, nor shall the corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of Section 4941 of the Code, to be a taxable expenditure within the meaning of Section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (a) a court orders such indemnification, or (b) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE X.

Contracts, Checks, Deposits, Gifts and Proxies

1. Contracts. The board of directors may authorize any officer or agent of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or limited to specific instances.

2. Checks, Drafts, and Other Evidences of Indebtedness. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

5. Proxies. Unless otherwise provided by resolution adopted by the board of directors, the president or any vice president may from time to time appoint one or more agents or attorneys in

fact of the corporation, in the name and on behalf of the corporation: (a) to cast the votes which the corporation may be entitled to cast as the holder of stock or other securities in any other corporation, association or other entity any of whose stock or other securities may be held by the corporation, at meetings of the holders of the stock or other securities of such other corporation, association or other entity; (b) to consent in writing, in the name of the corporation as such holder, to any action by such other corporation, association or other entity; (c) to instruct the person or persons so appointed as to the manner of casting such votes or giving such consent; and (d) to execute or cause to be executed, in the name and on behalf of the corporation and under its corporate seal or otherwise, all such written proxies or other instruments as he may deem necessary or appropriate.

ARTICLE XI.

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors, and shall keep at its registered or principal office a record giving the names and addresses of the directors. All books and records of the corporation may be inspected by any director or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII.

Corporate Seal

The corporate seal shall be in such form as shall be approved by resolution of the board of directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by either the secretary or an assistant secretary for the authentication of contracts or other papers requiring the seal.

ARTICLE XIII.

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a director may waive any such notice: (a) whether before or after the date or time stated in the notice as the date or time when any action will occur, by delivering a written waiver to the corporation which is signed by the director entitled to the notice for inclusion in the minutes, but such delivery and filing shall not be conditions of the effectiveness of the waiver; or (b) by a director's attendance at the meeting whereby such director waives objection to lack of notice or defective notice,

unless the director at the beginning of the meeting objects to the holding thereof or transacting business at the meeting because of lack of notice or defective notice and the director also does not vote for or assent to action taken at the meeting. Further, even if a director attends or participates in a meeting, the director does not waive any required notice if special notice was required of a particular purpose and the director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

ARTICLE XIV.

Protection of Corporate Status

1. Earnings. No director, officer or agent of the corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation. All directors of the corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the net assets of the corporation remaining in the hands of the board of directors shall be distributed, transferred, conveyed, delivered and paid over according to the provisions of the articles of incorporation, in such amounts as the board of directors may determine or as may be determined by a court of competent jurisdiction upon application of the board of directors, exclusively to organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

2. Prohibited Activities. Notwithstanding any other provisions of these bylaws, no director, officer or agent of the corporation shall take any action or carry on any activity by or on behalf of the corporation which is not permitted to be taken or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

(a) This includes, but is not limited to, communications sent through the Corporations social media accounts, whether it be shared or original content.

3. Nondiscrimination. The directors, officers, and agents serving on behalf of, and persons served by, this corporation shall be selected entirely on a nondiscriminatory basis with respect to race, color, national or ethnic origin, religion, disability, sex, sexual orientation or age.

ARTICLE XV.

Amendments to Bylaws

The board of directors may amend these bylaws at any time.

CERTIFICATION

I hereby certify that the above and foregoing amended bylaws were duly adopted by resolution of the board of directors of QUALITY COMMUNITY FOUNDATION effective as of

_____.

QUALITY COMMUNITY FOUNDATION, a Colorado nonprofit corporation

By:

Billy Gurr

Catherine Brady

Charles Dukes

Ed Hanson

Jennifer Prather

Laurel Eller

Tonia Lopez

Sheryl Carstens
