

TANGO COLORADO

**BY-LAWS
TANGO COLORADO, INC.
A NONPROFIT CORPORATION**

IMPORTANT NOTE TO THE READER

A reference document and links to Colorado Non Profit corporation regulations are available on the Tango Colorado Website.

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ARTICLE I -- Offices

Section 1.1 Principal Office. The principal office of the Corporation in the State of Colorado shall be located at such location as may be designated from time to time by the Board of Directors of the Corporation. The Corporation may have such other offices, either within or outside of the State of Colorado, as the Board of Directors may designate, or as the business of the Corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the Corporation, required by the Colorado Revised Nonprofit Corporation Act (the "Act") to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II -- Purpose

Tango Colorado is more than a dance club. It is a social dance organization dedicated to the passion, preservation and perpetuation of Argentine Tango and its traditions. To that end, it endeavors to accomplish the following purposes:

Section 2.1. Provide a forum where members may regularly meet to learn, practice, perform, and otherwise enjoy Argentine Tango dancing music and culture.

Section 2.2. Promote the interest, support, growth, and involvement of its members and the public in Argentine Tango by conducting some or all of the following activities:

- a. Holding dances, functions, and meetings on a regularly scheduled basis to increase membership and maintain and expand the participation of members.
- b. Joining with other non-profit dance organizations in exchanging ideas, attending their conventions and functions, and fostering inter-organization relationships.
- c. Welcoming teachers and students from all tango studios to attend and hold membership.
- d. Encouraging members and the general public to attend practicas and take lessons at Tango Colorado to improve dancing skills.

ARTICLE III -- Members

Section 3.1 Members. Membership in the Corporation shall consist of one class and shall be open to any person or group who meets the criteria set forth by the

Board of Directors. Any business entity or other group that consists of more than one individual shall be considered as one member for all purposes, including voting on matters submitted to the members.

Members shall be admitted to membership in the Corporation at such time as an application for membership in Tango Colorado is accepted by the Tango Colorado Board of Directors, the annual membership fee to the Denver Turnverein has been paid with proof of payment received and accepted, and the applicant has designated Tango Colorado as a preferred club. No person may be admitted as a member without such person's consent. Membership is allowed or denied at the discretion of the Board of Directors. Denial or revocation of membership may occur as a result of harassment, unacceptable or violent behavior, or any other actions deemed improper by the Board.

Section 3.2 Annual Meeting. The annual meeting of the members shall be held at such time and on such day in any month as shall be established by the Board of Directors for the purpose of electing directors, electing officers and for the transaction of such other business as may come before the meeting. Election of the board of directors will be the last item on the meeting agenda. If the day fixed for the annual meeting shall be a legal holiday in the State of Colorado, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

Section 3.2.1 Election Judge. An election judge shall be appointed by the Board of Directors for the purpose of counting ballots at an election and to assure that the rules are properly followed. The election judge must be selected at least fourteen (14) days before the election.

Section 3.3 Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of one-tenth of the members entitled to vote on any issue at the meeting.

Section 3.4 Meeting of All Members. If all of the members that are entitled to vote shall meet at any time and place, either within or outside the State of Colorado, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Section 3.5 Quorum. Ten percent (10%) of the members entitled to vote, present or represented, shall constitute a quorum at any meeting of members, except as otherwise provided by the Act and the Articles of Incorporation. In the absence of a quorum at any such meeting, a majority of the members present may adjourn the

meeting from time to time for a period not to exceed seventy days without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. Once a member is represented for any purpose at a meeting, including the purpose of determining that a quorum exists, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is set for that adjourned meeting.

Section 3.6 Manner of Acting. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater proportion or number or voting by classes is otherwise required by statute or by the Articles of Incorporation or these Bylaws.

All meetings of members shall be conducted in accordance with the procedural rules set forth in the most recent edition of The Modern Rules of Order, unless a specific procedure is defined within the articles of the bylaws.

Section 3.7 Voting. Unless otherwise provided by these Bylaws or the Articles of Incorporation, each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members.

Section 3.8 Consent to Action by Members without a Meeting. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 3.9 Voting by Ballot. Voting on any question or in any election requiring a vote by the members shall be done via a ballot.

Section 3.10 Voting by Proxy. A member entitled to vote may vote or otherwise act in person or by proxy. The proxy may be in any form authorized by the Corporation or by the Act. The Proxy ballot will be published on the Tango Colorado web site. The method and manner of proxy voting, and any time constraints thereof, shall be specified no later than two weeks (14 days) prior to the election. The appointment of a proxy is revocable by the member, either by attending the meeting and voting in person or by signing and delivering to the election judge or an election committee member a writing revoking the proxy or a writing making a subsequent appointment of another proxy. All proxy ballots, proxy revocations or appointments of a new proxy must be delivered to the election judge or an election committee member prior to the counting of the ballots.

Section 3.11 Notices of Meetings. Subject to the requirements of the Act, written notice stating the place, day and hour of the meeting and, if required by the Act, the purpose for which the meeting is being held, shall be given not less than ten nor more than sixty days before the date of the meeting. Notice may be given in

person; by electronically transmitted facsimile, or other form of wire or wireless communication; or by mail, electronic mail or hand delivery (including by private carrier), by or at the direction of the president, the secretary, or the person calling the meeting, to each member of record entitled to vote at such meeting; provided, however, that any notice which satisfies the requirements of the Act shall be adequate even if it does not conform to the foregoing requirements, and provided, further, that any longer notice period required by the Act shall be observed. If mailed, such notice shall be deemed to be given when deposited in the United States mail, or if such notice is sent by electronic mail or facsimile, when the notice is transmitted by electronic mail or other electronic means, addressed to the member at his address, electronic mail address or facsimile number as it appears in the Corporation's current record of members, with postage thereon prepaid, as applicable. If three successive letters or other communications mailed or sent to the last-known address, electronic mail address or facsimile number of any member are returned as undeliverable, no further notices to such member shall be necessary, until another address for such member is made known to the Corporation.

When a meeting is adjourned to another date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced before adjournment at the meeting at which the adjournment is taken, unless notice is required to be sent in accordance with the Act. At the adjourned meeting, the Corporation may transact any business that may have been transacted at the original meeting.

Section 3.12 Fixing of Record Dates. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or of members entitled to vote by voting groups or to demand a special meeting or to take any other action, or in order to make a determination of members for any other proper purpose, the Board of Directors must fix in advance a date as the record date for any such determination of members or members constituting any such voting group, such date in any case to be not more than sixty (60) days, and, in case of a meeting of members, not less than fourteen (14) days, prior to the date on which the particular action requiring such determination of members is to be taken. When a determination of members entitled to vote at any meeting of members has been made as provided in this Section, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

Section 3.13 Maintenance of Members' List for Meeting and Other Purposes. Following the establishment of a record date for purposes of any meeting of members, the Secretary of the Corporation shall prepare or cause to be prepared the list of members required by *Section 7-127-201: Members list for meeting and action by written ballot* of the Act, and shall make such list available as required there under. Tango Colorado relies upon the Turnverein for an accurate updated list of membership.

Section 3.14 Limitations on Use of Membership List. Use of membership lists will be governed in accordance with section 7-136-105 of the ACT.

ARTICLE IV -- Board of Directors

Section 4.1 General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 4.2 Performance of Duties. A director of the Corporation shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. The Bylaws of Tango Colorado are closely aligned with established regulations that govern nonprofit organizations. All Directors are required to read and have working knowledge of the bylaws of the Corporation as well as regulations governing Colorado 501C-3 non-profit organizations. Prior to taking office, all Directors must sign an affidavit confirming they have read the corporations Bylaws and have access to Colorado 501C-3 non-profit organization regulations. In performing his or her duties, a director shall rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups described in paragraphs (a), (b), and (c) of this section 4.2.

- a. One or more officers, employees or members of the Corporation who are competent in the subject matter and will prepare and present their findings to the Board in writing for the record.
- b. Counsel, public accountants, or other persons who are competent in the matter and will prepare and present their findings in writing for the record.
- c. A committee upon which he or she does not serve, duly designated in accordance with the provision of the Articles of Incorporation and the Bylaws and competent in the subject matter. Such committee will prepare and present their findings to the Board in writing for the record.

Section 4.3 Number, Tenure, and Qualifications. The number of directors of the Corporation shall be seven (7), with any change in such number to thereafter be as determined by the members of the Corporation, but such number shall in no event be less than four (4). At the annual meeting of members, seven persons shall be elected by the members to the offices of President, Vice President, Secretary, Treasurer, Director of IT (Information Technology) and Directors at Large, respectively. Each director shall take office at the beginning of the Corporation's fiscal year (12:01 am, January 1) and continue to hold office until the end of that same fiscal year (midnight, December 31). Directors must be natural persons eighteen years of age or older, need not be residents of the State of Colorado, but

shall be members in good standing of the Corporation. There shall be no limit to the number of terms that a director may serve. Each director shall be allowed one vote on any motion presented to the Board unless their vote would violate C.R.S. 7-128-501 conflict of interest laws, in which case they must recuse themselves.

Section 4.3.1 Election Committee. The board of directors shall appoint an election committee of no less than three members to find nominees for all upcoming vacant positions. Multiple nominees can be considered for each available position. Each nominee will be given an opportunity to debate rival candidates prior to the annual meeting. Members of the election committee cannot be a candidate of the election.

Section 4.4 Conflicts of Interest. The Board of Directors shall comply with current C.R.S. 7-128-501 and other applicable state and federal laws concerning conflict of interest.

Section 4.5 Regular Meetings. The Board of Directors may provide, by resolution, the time and place, within the State of Colorado, for the holding of regular meetings without other notice than such resolution.

Section 4.6 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 of Directors may fix any place, within the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them.

Section 4.7 Notice. Notice of any special meeting of directors shall be given at least 48 hours prior to the beginning of the meeting. Notice shall be in person, in writing, by telephone, or by electronic mail or facsimile.

Section 4.8 Quorum. Two-thirds of the number of directors fixed by or pursuant to Section 4.3 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 4.9 Manner of Acting. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.10 Consent to Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if all of the following conditions are met: 1) a proper notice is sent to each Director, 2) a majority of the members of the Board of Directors, by the time stated in the notice, votes in favor of the specified action, and 3) no director demands that action not be taken without a meeting. Proper notice will state the following: 1) the action to be taken, 2) the time by which a response is required, and 3) that failure to respond by the time given will be considered an abstention and a waiver of a demand for a meeting. No

action taken pursuant to this section shall be effective unless writings describing the action taken are received by the Corporation. Any writing required by this section may be received by electronically transmitted facsimile, email or other form of wire or wireless communication. Action taken pursuant to this section shall be effective when the last writing necessary to affect the action is received by the corporation unless the writings describing the action taken state a different effective date.

Section 4.11 Participation by Electronic Means. Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. Any members of the Board of Directors or any committee designated by such Board may vote via email when not attending regular board meetings.

Section 4.12 Vacancies. Any vacancy occurring in the Board of Directors shall be filled by action of the remaining directors, even though the remaining directors may then comprise less than a quorum of the Board of Directors. A director may be elected by the board of directors to fill a vacancy. That person shall serve for the unexpired term of his or her predecessor in office.

Section 4.13 Resignation. Any director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.14 Removal. Any director or directors of the Corporation may be removed at any time, with or without cause, in the manner provided in Section 7-128-107 of the Act.

Section 4.15 Committees. By resolution adopted by a majority of the Board of Directors, the directors may designate one or more members and at least one director to constitute a committee.

Section 4.16 Compensation. Directors shall not receive any stated salaries for their services. With Board of Directors approval, Directors may receive reimbursement of relevant expenses for attendance at obligatory meetings, events, and for those expenses incurred in the normal course of business. Nothing herein shall preclude or prevent any director from serving the corporation in any other capacity and bidding and receiving compensation.

Section 4.17 Presumption of Assent, Per Section 7-128-205 Quorum and voting of the ACT. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to

have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail or by email to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 4.18 Transition Meeting. After the Annual Meeting of the membership at which new board members are elected, there will be a meeting of the preceding Board of Directors' members and the newly elected board members to provide transition information and guidance for the new board members. Such a form attesting to having done so shall be signed by the newly elected board member.

ARTICLE V -- Officers

Section 5.1 Number. The officers of the Corporation shall be President, Vice President, Secretary and Treasurer. Such other officers and assistant officers as may be deemed necessary and appropriate to assist in the conduct of the Corporation's business and affairs may be elected or appointed by the Board of Directors.

Section 5.2 Election and Term of Office. The President, Vice President, Secretary and Treasurer of the Corporation shall be elected at the annual meeting of the members of the Corporation

Section 5.3 Removal. Any officer or Director may be removed in accordance with 2011/09/Colorado-Revised-Nonprofit-Code section 7-128-107 and section 7-128-108.

Section 5.4 President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall also serve as a member of the Board of Directors and shall, when present, and in the absence of a Chair of the Board, preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors 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; and in general 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. He or she shall also represent the club in its relationship with outside individuals and groups.

Section 5.5 Vice President. The Vice President shall, in the absence of the President or in the event of his or her death, inability or refusal to act, perform all 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. The Vice President shall also serve as a member of Board of Directors, assume the office of president in the event of the absence or disability of the president as determined by the Board of Directors, present to the membership the reviewed by-laws and an organized list of recommended changes, report the recommendations to the Board of Directors and seek approval, seek a majority vote of the membership, print the revised by-laws and distribute them to the Board of Directors, and assist the president in representing the club to outside organizations.

Section 5.6 Secretary. The Secretary shall:

- a. Keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose. The secretary will place a hard copy of all minutes in a binder in the Tango Colorado locked cabinet behind the front desk at the Turnverein.
- b. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- c. Keep a register of the address of each member, which shall be furnished to the Secretary by such member or obtained from the Secretary of the Turnverein.
- d. 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 or her by the President or by the Board of Directors.

The Secretary shall also serve as a member of the Board of Directors and shall:

- a. Keep a record of attendance at all sponsored events, including practices and Board of Directors and membership meetings.
- b. Provide regular reports to the membership summarizing decisions of the Board of Directors.
- c. Maintain a list of members.

Section 5.7 Treasurer. The Treasurer shall also serve as a member of the Board of Directors and shall:

- a. Have charge and custody of and be responsible for all Corporation's financial records, financial assets including bank funds, securities and fixed assets.
- b. Receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such financial institutions as shall be selected in accordance with the provisions of Article VI of these Bylaws.
- c. In general, perform all of the duties incident to the office of Treasurer, including grant applications, permits 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.
- d. Diligently gain knowledge and guidance from IRS and State regulatory agencies in the area of nonprofit organization compliance in order to safeguard the financial integrity of the association.
 - e. Treasurer shall diligently review and validate association's financial policy, contracts and fund distribution to prevent association's 501(c)3 status from being challenged. This is particularly emphasized in the areas of inurement and excess benefit as stipulated in IRS regulations.
 - f. Prepare the Corporation's financial budget at the beginning of the calendar year and present the budget at the first board meeting. Periodically review the budget to compare actual performance.
 - g. Timely prepare and present a written monthly financial report at the Board of Directors meeting. Each report is to include month-by-month and previous year comparisons. Each monthly report will be submitted at the board meeting with all supporting documents, including all related receipts, contracts, attendance records, etc. All documents are to be scanned and stored electronically by the Treasurer. All physical documents and past records will be kept in a locked cabinet at the corporation office.
 - h. Timely prepare and present financial reports for distribution to the membership at the annual membership meeting. The report will show month over month and year-end comparisons of profit/loss for the current and previous fiscal year.
 - i. Perform accounts payable/receivable, and cash closing, deposit functions in accordance with the provision of Article VI of these Bylaws.
 - j. Submit all records to an auditor as often as determined by the Board of Directors, and shall prepare or cause to be prepared (at the Corporation's expense) all tax returns and other financial reports required to be submitted to any governmental office.

Section 5.8 Information Technology (IT) Director. The IT Director shall also serve as a member of the Board of Directors and shall:

- a. Ensure cybersecurity measures are in place for data privacy in conjunction with marketing and membership. Safeguard sensitive data, and access to all virtual assets owned by TC.
- b. Administer, manage and maintain all internet assets and services (e.g. website, cloud storage, email marketing and social media) to ensure TC brand consistency.
- c. Ensure Intellectual Property permissions from third parties have been properly obtained before publishing materials to avoid infringements and other liabilities.
- d. Determine the best media outlet mix for promotional strategies.

- e. Plan, develop, publish and monitor campaigns to support Tango Colorado events, building effective promotional strategies, in accordance with modern practices.
- f. Optimize website content and analyze the best strategies to improve the SEO ranking of the website, with further implementation of website content to drive online traffic to the TC website.
- g. Manage the redesign and improvements of the TC website. Including usability, design, content and conversion of TC website
- h. Develop, implement and maintain a disaster recovery plan to mitigate and provide continuance of internet business in the event of short or long-term adverse incident.

Section 5.9 Director at Large. Directors at Large shall perform such duties as shall be assigned to them by the Board. Participation and assistance in all Tango Colorado activities is required.

Section 5.10 Assistant Officers, Including Assistant Vice Presidents, Assistant Secretaries and Assistant Treasurers. The Board of Directors may appoint such assistant officers, including Assistant Vice Presidents, Assistant Secretaries and Assistant Treasurers, as they deem necessary and advisable to assist in the operation of the Corporation. In general, such assistant officers shall perform such duties as shall be assigned to them by the Board, the President, the Vice President, the Secretary or the Treasurer, respectively.

Section 5.11 Bonds. If the Board of Directors by resolution shall so require, any officer or agent of the Corporation shall give bond to the Corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices. The cost of any such bond shall be borne by the Corporation.

Section 5.12 Salaries. The officers and directors are volunteers and shall serve without salary, nor will they be awarded additional benefits at the end of their term such as payment of future membership dues or free admittance to future events.

Section 5.13 Loans to Officers. No loans shall be made by the Corporation to any officer or director of the Corporation.

Section 5.14 Indemnification clause. The Corporation shall, to the extent legally permissible per Article 129 of the Colorado Non Profit Act, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding

not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article that adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions that occurred at any time prior to such amendment or repeal.

ARTICLE VI -- Contracts, Loans, Checks, Deposits and Assets

Section 6.1 Contracts. The Board of Directors may authorize any officer or officers, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, provided that the financial obligations of all contracts for the Corporation does not exceed a grand total of \$3,000.00 per year. All contracts for amounts over \$500.00 must be done via a bidding process and three written bids from separate entities must be used for comparison and be approved by the board of directors. Such authority may be general or confined to specific instances. All contracts under \$500.00 must be approved by the Board of Directors.

Election or appointment of an officer or agent shall not of itself create contract rights.

Section 6.2 Loans. No loans shall be contracted on behalf of the Corporation.

Section 6.3 Checks, Drafts, Etc. All checks, drafts, or other 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, 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.

Section 6.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited within ten days of receipt to the credit of the Corporation in such banks, trust companies or other financial institutions as the Board of Directors may select.

Section 6.5 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of or for any special purposes of the Corporation.

Section 6.6 Assets. All assets (physical, monetary and virtual) shall be used only for the purposes of Tango Colorado. Officers and Directors are prohibited from using Corporation assets for their own personal or private business use. Virtual assets include Tango Colorado Face Book, Tango Colorado websites, Tango Colorado email marketing,

ARTICLE VII -- Nondiscrimination

The officers, directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of this Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, gender identification, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE VIII -- Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. All records required by state and local laws and the bylaws of the corporation shall be maintained by hardcopy paper as well as electronically on the corporations current secured cloud storage account.

ARTICLE IX -- Financials

Section 9.1 Bylaws of the Corporation Govern the Corporation. Fiscal policies are subordinate and cannot conflict with bylaws. Bylaws cannot conflict with US, state and local laws. All conflicts will be resolved to conform to current laws governing Colorado 501c 3 corporations.

Section 9.2 Fiscal Year. The fiscal year of the Corporation shall begin at on the first day of January (12:01am MST) and end on the last day of December (12 midnight MST) in each calendar year.

Section 9.3 Conflict of Interest. The Corporation shall not create exclusive financial relationships with any tango-affiliated business that has a financial interest at the exclusion of contracting with other tango-affiliated businesses where the circumstances do not create conflicts of interest, excess benefit and/or inurement. The Corporation will not enter into agreements or contracts that violate excess benefits regulations, private benefit conflict of interest or private inurement requirements under 26 U.S.C 501(c)(3) and as stipulated in IRS regulations.

Section 9.4 Annual Review. At the beginning of each calendar year, the Corporation shall review current and pending agreements and liabilities to validate their compliance with all IRS nonprofit regulations. Any pending agreement or liabilities found not in compliance shall be immediately canceled.

Section 9.5 Disbursement of Investment Funds. Disbursement of investment funds for any purpose (including operational expenses, programs and special projects) requires a majority vote of the membership at a special meeting of the membership called for that purpose.

Section 9.6 Transfer of Operating Funds. Transfers of excess operating funds into investment accounts require approval of the Board of Directors.

Section 9.7 Spending Limits. No Director shall have authority to financially encumber the Corporation for research purposes, legal counsel, or any other form of professional services in excess of \$500.00 total spending per fiscal quarter (3 months). All purchases of \$500.00 or more must have three bids submitted in writing to the Board of Directors and be approved by the Board of Directors.

ARTICLE X -- Waiver of Notice

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE XI -- Amendments

Section 11.1 Proposed Amendments. Proposed amendments to the bylaws shall be presented to the board of directors, either in person, by USPS mail, or via email and submitted to the vice-president in writing or via email at least thirty (30) days prior to the meeting at which the voting will take place. The proposed amendments with the Board of Directors recommendations for accepting, rejecting or altering them shall be made available to all members of the club at least fourteen (14) days prior to the meeting at which the voting will take place. The board may not alter or discard a proposed amendment without the consent of its originator.

Section 11.2. Meeting of Members. At a meeting of members at which a quorum is present or represented, the approval of a majority of the members present and eligible to vote shall be required to amend these by-laws. Unless a specific effective date is provided in the change, all approved changes become effective immediately.

ARTICLE XII -- DISSOLUTION

If the corporation dissolves itself. The procedures specified in Colorado Non Profit "Act Article 134: 7-134-102. Dissolution by directors and members" shall be used to facilitate the dissolution.

CERTIFICATE

I hereby certify that the foregoing Bylaws constitute the Bylaws of Tango Colorado, Inc., with all amendments as approved by a vote of the membership held on_____.

Secretary,
Tango Colorado

