

TANGO COLORADO

BY-LAWS TANGO COLORADO, INC. A NONPROFIT CORPORATION (As Amended by the Members – December 5, 2017)

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:

Holding dances, functions, and meetings on a regularly scheduled basis to increase membership and maintain and expand the participation of members.

Joining with other dance organizations in exchanging ideas, attending their conventions and functions, and fostering inter-organization relationships.

Section 2.3 All teachers and students from any or all studios are welcome to attend dances and hold membership in the Corporation. The Corporation may encourage members to take lessons to improve their dancing. However, the Corporation shall not create financial relationships with any one studio or professional dance teacher (defined as a business, entity or individual person who teaches dancing for money) at the exclusion of contracting with other studios or professional dance teachers or cause the Corporation to violate private benefit or private inurement requirements under 26 U.S.C 501(c)(3).

Section 2.4 The Corporation shall encourage a congenial atmosphere where all in attendance feel welcome.

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 which 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 is accepted by the Board of Directors or its designee and the membership fee, if any, as may be established by the Board of Directors, is paid. No person may be admitted as a member without such person's consent.

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, commencing with the year 2002, for the purpose of electing directors, electing officers and for the transaction of such other business as may come before the meeting. 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 3.3 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 which 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 another procedure is chosen by motion duly adopted at the meeting.

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 may be by voice vote unless the presiding officer shall order or any member shall demand that voting be by 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 method and manner of proxy voting, and any time constraints thereof, shall be specified no later than two weeks 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 Secretary of the Corporation or to another officer or agent authorized by the Corporation to tabulate proxy votes a writing revoking the proxy or a writing making a subsequent appointment of another proxy.

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 which 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 may 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 ten (10) days, prior to the date on which the particular action requiring such determination of members is to be taken. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, or for purposes of determining members who are entitled to call a meeting, then the date on which notice of the meeting is mailed shall be the record date for such determination of members. 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. Notwithstanding the above, the record date for determining the members entitled to take action without a meeting or entitled to be given notice of action so taken shall be the date a writing upon which the action is taken is first received by the Corporation. The record date for determining members entitled to demand a special meeting shall be the date of the earliest of any of the demands pursuant to which the meeting is called.

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 of the Act, and shall make such list available as required thereunder.

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. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b), and (c) of this Section 4.2; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that

would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being or having been a director of the Corporation. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are:

a. One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented; b. Counsel, public accountants, or other persons as to matters which

the director reasonably believes to be within such persons' professional or expert competence; or c. A committee of the Board upon which he or she does not serve, duly designated in accordance with the provision of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

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, four persons shall be elected by the members to the offices of President, Vice President, Secretary and Treasurer, respectively, and the persons elected to those offices shall also be deemed elected as directors of the Corporation, even if that designation (as director) is not formally made at the time of the election of officers. Each director shall take office at the beginning of the Corporation's Fiscal Year and continue to hold office until the end of that same Fiscal Year, or until his or her successor shall have been duly elected or appointed, and qualified. Directors must be natural persons eighteen years of age or older, need not be residents of the State of Colorado, but shall be a member in good standing of the Corporation. There shall be no limit to the number of terms that a director may serve.

Section 4.4 Conflicts of Interest. The Board of Directors shall develop and adhere to a Conflicts of Interest Policy that will comply with C.R.S. 7-128- 501 and other applicable state and federal laws.

Section 4.5 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 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.

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 elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office or until his or her successor takes 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 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 as such shall not receive any stated salaries for their services, but 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 any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 4.17 Presumption of Assent. 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 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.

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. Each officer shall hold office until his or her successor shall have taken office in accordance with Section 4.3 of Article IV, or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 5.3 Removal. Any officer or agent may be removed by the Board of Directors at any time, with or without cause. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

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. The president shall also propose and present an annual budget to the general membership. He or she shall also represent the club in its relationship with outside individuals and groups.

Section 5.6 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 5.7 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; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and (e) 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; and (c) maintain a list of members.

Section 5.8 Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) 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 depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and (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. The Treasurer shall also serve as a member of the Board of Directors and (a) present a written report of the financial status of the club, including previous year comparisons, at each meeting of the Board of Directors and the annual membership meeting; (b) 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 agency.

Section 5.9 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 5.10 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 5.11 Salaries. The officers shall serve without salary unless the Board of Directors authorizes a salary.

Section 5.12 Loans to Officers. No loans shall be made by the Corporation to any officer or director of the Corporation.

ARTICLE VI Contracts, Loans, Checks and Deposits

Section 6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, 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 confined to specific instances.

Section 6.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

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 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.

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.

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, 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.

ARTICLE IX Fiscal year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each calendar year.

ARTICLE X Corporate Seal

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "CORPORATE SEAL."

ARTICLE XI 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 XII Amendments

Section 12.1 Proposed amendments to the bylaws shall be submitted to the vice-president in writing at least thirty (30) days prior to the meeting at which the voting will take place. The proposed amendments with the executive board's 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 12.2 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.

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 December 5, 2017.

/s/ Olga Coleman

Olga Coleman Secretary, Tango Colorado