

Dragonfest of Colorado, Inc.

BYLAWS

1. **Purpose** - Dragonfest of Colorado, Inc. (Corporation) is chartered as a non-profit, 501(c)3, federal tax exempt Corporation in the State of Colorado. The Corporation has as its purpose three goals:
 - A. To produce a spiritual retreat(s) (Festival) and/or events at least once per year. The Festival will be in a secluded location for the enjoyment and spiritual enhancement of sympathetic followers of nature and Earth-centered philosophies;
 - B. To serve as a repository for the equipment and funds needed to produce the Festival and/or event; and
 - C. To provide a continuing source of expertise in the techniques needed to produce a financially successful Festival.

2. **Membership** - All Festival registrants 16 years and older shall be considered members of the Corporation for a period of two years from the opening of date of the last Festival for which they were registered. Members may vote in any corporate election during this period.

3. **Board of Directors** - Dragonfest of Colorado, Inc. shall be governed by a Board of Directors (Board.) The Board shall consist of five elected Directors who serve without compensation and other appointed Corporate Officers and Corporate Managers as discussed in Paragraph 6.
 - A. **Monthly Meetings** - The Board shall meet monthly to deal with corporate matters. The Board may vote to cancel a monthly meeting no more than once per quarter.
 - B. **Corporate Meeting** - There shall be a meeting of the corporate membership held by the Board at each annual Festival. The agenda shall be set by the Board and may include questions from the membership, nominations for election to the Board, and discussion of corporate issues and operational changes to the Festival or events. The Board shall present their annual report to the membership at this meeting. A written summary of the annual report shall be included with election ballots. A statement of corporate accounts shall be included in the annual report.

4. **Directors** - Only Directors are allowed to vote, make a motion, or second a motion before the Board. Regardless of the office held, each Director is allowed only one vote per motion. Board decisions shall be by majority vote and four Directors shall constitute a quorum.
 - A. **Term of Office** - The term of office for an elected Director is five years. Members of the Corporation shall elect at least one new Director annually.
 - B. **Eligibility** - To be eligible to serve on the Board, a Director shall:
 - (1) Be a member of Dragonfest,
 - (2) Be a legal adult living in the State of Colorado,
 - (3) Not be spouse, "significant other," or member of the immediate family, extended family or coven of any other Director, and
 - (4) Director Eligibility - To be eligible to serve on the Board, a Director shall:
Provide background information to the Board in the form of a completed and signed application obtained from the Corporation.
 - C. **Director Responsibilities** - The responsibilities of a Director are:
 - (1) To direct and manage the long-term operations of the Corporation,
 - (2) To do all things necessary for the proper and legal operation of the Corporation,
 - (3) To elect a President of the Board to serve as a Corporate Officer for the purposes of state records,
 - (4) To elect a Vice President of the Board,
 - (5) To appoint a Secretary to serve at the pleasure of the Board as a Corporate Officer for the purposes of state records,
 - (6) To appoint a Treasurer to serve at the pleasure of the Board as a Corporate Officer for the purposes of state records,
 - (7) To appoint a Director or Directors of Operations,
 - (8) To appoint Corporate Managers,
 - (9) To appoint Interim Directors,
 - (10) To manage elections and referenda for the Corporation,

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- (11) To make a public written annual report, including a financial summary, on the state of the Corporation,
 - (12) To remove any person(s) from a Festival that constitutes a threat to the peace or safety of that person(s), or others attending, and
 - (13) To approve the use of corporate records, assets, and property. Approval of the Board is required before use or access.
- D. **Conflicts of Interest** - Any Director that has a conflict of interest on a motion before the Board must recuse themselves from participating in any associated Board decision in accordance with Paragraph 10.
- E. **Existing Directors** - Directors serving at the time these revised Bylaws are enacted may fulfill their term of office as defined by the previous Bylaws. An existing Director(s) has all the responsibilities and privileges of an elected Director as discussed in these Bylaws.
5. **Interim Director** - If there is a vacancy on the Board, the remaining Directors shall appoint a person to serve as an Interim Director. Interim Director(s) shall not serve for more than one year without re-appointment and shall be replaced at the earliest opportunity by annual election. An Interim Director(s) has all the responsibilities and privileges of an elected Director.
6. **Corporate Officers and Corporate Managers** - The President, the Secretary, and the Treasurer shall be Corporate Officers of Dragonfest of Colorado, Inc., as registered under the laws of the State of Colorado. The duties and responsibilities of the Corporate Officers, the Vice-President, the Director(s) of Operations and Corporate Managers shall be documented and maintained by the Corporation.
- A. **The President** shall be a Director. The President shall be elected by the Board to serve until the first meeting following the next regular election.
 - B. **The Vice-President** shall be a Director. The Vice-President shall be elected by the Board to serve until the first meeting following the next regular election. Although not a Corporate Officer, the duty of the Vice-President is to conduct the business meetings of the Board in the absence of the President.
 - C. **The Secretary** shall be appointed by the Board to serve at the pleasure of the Board. The Secretary shall not be a Director, but shall attend meetings of the Board as a non-voting member. The Secretary is responsible for Board and Corporate meeting minutes.
 - D. **The Treasurer** shall be appointed by the Board to serve at the pleasure of the Board. The Treasurer shall not be a Director, but shall attend meetings of the Board as a non-voting member. The Treasurer is responsible for the monthly statement of corporate accounts to be included in the monthly meeting minutes.
 - E. **Director of Operations** - The Director(s) of Operations serves at the pleasure of the Board. The Director(s) of Operations shall be appointed by the Board after annual election results are determined, and serve as a non-voting Board member until annual election results have been determined for the following year. The Director(s) of Operations is responsible for the organization and operation of the annual Festival. The Director(s) of Operations may, at their discretion, select Festival Operations Staff (Staff) to assist in these responsibilities. Staff members serve at the discretion of the Director(s) of Operations. The Director(s) of Operations may remove any person(s) from a Festival that constitutes a threat to the peace or safety of that person(s), or others attending.
 - F. **Corporate Managers** - Corporate Managers shall not be Corporate Officers. Corporate Managers shall be appointed by the Board to serve at the pleasure of the Board. Examples of Corporate Managers include Property Manager, Database Manager, etc.
7. **Corporate Accounts** - The Corporation bank accounts shall be set up so as to require checks, Bank Cards such as Credit Cards and Debit Cards, withdrawals, or transfers to be signed (authorize) by the Treasurer, or a Board member authorized to sign on corporate accounts. Signature authority may only be obtained by Board approval and such approval must be documented. All Directors shall sign signature cards, with the exception of those having conflicts of interest.

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8. **Standards of Conduct for Directors and Corporate Officers -**
- A. **Discharge of Duties** - Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the Board, and each Corporate Officer with discretionary authority shall discharge the Corporate Officer's duties under that authority
 - (1) In good faith;
 - (2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - (3) In a manner the Director or Corporate Officer reasonably believes to be in the best interests of the Corporation.
 - B. **Reliance on Information, Reports, Etc.** - In discharging duties, a Director or Corporate Officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
 - (1) One or more Board members, Corporate Officers, Corporate Managers, or appointed committee members of the Corporation whom the Director or Corporate Officer reasonably believes to be reliable and competent in the matters presented;
 - (2) Legal counsel, a public accountant or another person as to matters the Director or Corporate Officer reasonably believes are within such person's professional or expert competence;
 - (3) Religious authorities or Ministers, High Priests, High Priestess, Rabbis or other persons whose position or duties in the Corporation, or in a religious organization, including Coven, with which the Corporation is affiliated, the Director or Corporate Officer believes justify reliance and confidence and who the Director or Corporate Officer believes to be reliable and competent in the matters presented; or, in the case of a Director, a committee of the Board 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 the Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this unwarranted.
 - C. **Liability to Corporation or Its Members** - A Director or Corporate Officer shall not be liable as such to the Corporation or its members for any action taken or omitted to be taken as a Director or Corporate Officer, as the case may be, if, in connection with such action or omission, the Director or Corporate Officer performed the duties of the position in compliance with Section 4. C. and Section 7.
 - D. **Director Not Deemed to Be a "Trustee"** - A Director, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to the Corporation or with respect to any property held or administered by the Corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.
9. **Liability of Directors for Unlawful Distributions.**
- A. **Liability to Corporation** - A Director who votes for or assents to a distribution made in violation of the Bylaws or the Articles of Incorporation of the Corporation shall be personally liable to the Corporation for the amount of the distribution that exceeds what could have been distributed without violating the Bylaws or the Articles of Incorporation if it is established that the Director did not perform the Director's duties in compliance with the general standards of conduct for Directors set forth in Section 7.
 - B. **Contribution** - A Director who is liable under Section 9. A. for an unlawful distribution is entitled to contribution:
 - (1) From every other Director who could be liable under Section 9. A. for the unlawful distribution; and
 - (2) From each person who accepted the distribution knowing the distribution was made in violation of these Bylaws or the Articles of Incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Bylaws or the Articles of Incorporation.
 - C. **Loans to Directors and Officers Prohibited** - No loans or scholarship shall be made by the corporation to any of its Directors or Corporate Officers. Any Director or Corporate 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.
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10. Conflicts of Interest -

- A. **Definition** - A conflict of interest arises when any “responsible person” or any “party related to a responsible person” has an “interest adverse to the Corporation.” A “responsible person” is any individual in a position to exercise substantial influence over the affairs of the Corporation, and specifically includes, without limitation, Directors and Officers of the Corporation. A “party related to a responsible person” includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants, and coven members), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a Director, trustee, spiritual leader, or Officer or has a financial interest. “An interest adverse to the Corporation” includes any interest in any contract, transaction or other financial relationship with the Corporation, and any interest in an entity whose best interests may be impaired by the best interests of the Corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the Corporation, an entity in which the Corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the Corporation.
- B. **Disclosure** -If a responsible person is aware that the Corporation is about to enter into any transaction or make any decision involving a conflict of interest, (a “conflicting interest transaction”), such person shall:
- (1) Immediately inform those charged with approving the conflicting interest transaction on behalf of the Corporation of the interest or position of such person or any party related to such person;
 - (2) Aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the Corporation entering into the conflicting interest transaction; and
 - (3) Not be entitled to vote on the decision to enter into such transaction.
- C. **Approval of Conflicting Interest Transactions** - The Corporation may enter into a conflicting interest transaction provided either:
- (1) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board or to a committee of the Board that authorizes, approves or ratifies the conflicting interest transaction, and the Board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors on the board or committee, even though the disinterested Directors are less than a quorum; or
 - (2) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or
 - (3) The conflicting interest transaction is fair as to the Corporation.

11. Corporate Elections - Corporate elections shall be held to replace one or more Directors or to make revisions to these Bylaws.

- A. **Election Supervision** – Director(s) of Operations shall supervise and conduct corporate elections with the assistance of Staff.
- B. **Counting Votes** - Any ballots postmarked more than 30 days after the date printed on the official ballot will not be counted. At least two members of the Board must be present to conduct an official vote count. Neither of these members may be a candidate. Votes will be kept by the Secretary, or other Board member who is not a candidate, until an official count can be made.
- C. **Election of a Director** is by simple majority as follows. The candidate with the most votes will fill the first vacancy. The candidate with the next highest number of votes will fill the next vacancy and so on until all vacancies are filled. Tie votes shall be decided by Board vote.
- (1) **Nominations** - Nominations to the Board must be received in writing, postmarked, or hand delivered to a Director, no later than the 15th of September for inclusion in the following annual election. Election

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- ballots shall be mailed to the membership approximately 45 days after the nominations are closed. Each nomination must be signed and dated by the nominee. All nominations shall include a completed application and be submitted with a cover letter.
- (2) **Qualifications for Directors** - - All candidates for the position of Director shall comply with Section 4.
 - (3) **Candidate disqualification** - Where the election of two candidates would be in violation of Section 4. A. , the candidate with the fewer number of votes is automatically disqualified.
 - (4) **Notification of Candidates** - All candidates shall be notified of the election results as soon as possible to allow for full attendance at the following Board meeting. A newly elected Director assumes office when this meeting is convened.
- D. **Revision of Bylaws** - Revision of Bylaws shall be by a two-thirds majority vote in an annual election.
 - E. **Members Initiatives** - Any corporate issue, including modification to the Bylaws, may be put on the ballot by written petition of 10 percent of the current corporate membership or by Board approval. Valid initiatives shall be submitted to the membership for a vote in the next annual election.
12. **Mailing List** - The Dragonfest mailing list is the exclusive property of the Corporation. Under no circumstances shall a copy of the mailing list be transferred to any entity outside of the Corporation or the Festival Operations Staff. It shall be kept strictly confidential, and shall not be used for any commercial purpose. The Corporation, with Board approval, may send out special mailings, but access to the mailing list shall be by Board approval only, and then only for Dragonfest business.
13. **Indemnification**
- A. **Scope of Indemnification** - The Corporation shall indemnify each Director, Corporate Officer, appointed committee member, and volunteer of the Corporation to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected. The Corporation shall have the right, but shall not be obligated, to indemnify any agent of the Corporation not otherwise covered to the fullest extent permissible under the laws of the State of Colorado.
 - B. **Savings Clause; Limitation** - If any provision of the Act or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.
14. **Removal of a Board Member** – Should a member of the Board fail to fulfill their duties as defined in these Bylaws, a motion may be made for removal of that Director from the Board. All Directors must be present for this vote and a four-fifths majority is required for the motion to pass. Directors removed from office may not serve on the Board in any capacity, including Corporate Officer or Corporate Manager, for a period of seven years from the date the removal motion is passed.
15. **Dissolution** - A decision to dissolve the Corporation must be approved by a special vote of the membership. Upon dissolution, after all debts have been satisfied, the remaining assets of the Corporation shall be transferred to one or more nonprofit organizations to be selected by the Board and all copies of the mailing list shall be destroyed.
16. **Roberts Rules of Order** - Where the Bylaws or the Rules of the Corporation do not cover a situation the most recent published version of Roberts Rules of Order shall apply.

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We, the Board of Directors approve these revisions and additions:

Mark Johnson _____ Signature on file 11/16/2005 _____

Phil Catalano _____ Signature on file 11/16/2005 _____

Jonathan Miran _____ Signature on file 11/16/2005 _____

Hank Kaplan _____ Signature on file 11/16/2005 _____

Susan Martin _____ Signature on file 11/16/2005 _____

REVISIONS

2006 Director qualification change:

Removes the language giving existing Directors the authority to establish candidate-Director eligibility criteria and only require candidate-Directors to complete a job application for the position.

Changes:

Old:

4. B. (4) Director Eligibility - To be eligible to serve on the Board, a Director shall meet the established job requirements for the position of Director. Job requirements for the position of Director must be made public by the Board at least 6 months before becoming applicable in the following annual election.

Changed to:

4. B. (4) Director Eligibility - To be eligible to serve on the Board, a Director shall provide background information to the Board in the form of a completed and signed application obtained from the Corporation.

Delete 4. C. (11) and re-number remaining Director Responsibilities. Sections 12, 13, 14 renumbered to 11, 12, 13.

Old:

11. C. (2) Corporate Elections - Corporate elections shall be held to replace one or more Directors or to make revisions to these Bylaws.

Election of a Director Qualifications for Directors - All candidates for the position of Director shall comply with Section 4. A. and the eligibility criteria for the position established by the Board under Section 4. C. (11).

Changed to:

11. C. (2) Corporate Elections - Corporate elections shall be held to replace one or more Directors or to make revisions to these Bylaws.

Election of a Director Qualifications for Directors - All candidates for the position of Director shall comply with Section 4.

Approved by membership 12/13/2006