BYLAWS OF
Technology In Education Colorado, Inc.
d/b/a Innovative Education Colorado

I. OFFICES

1. Business Offices

The principal office of the corporation shall be as designated by the board of directors. The corporation may at any time and from time to time change the location of its principal office. The corporation may have such other offices, either within or outside Colorado, as the board of directors may designate or as the affairs of the corporation may require from time to time.

2. Registered Office

The registered office required by the Colorado Revised Nonprofit Corporation Act (the "Act") to be maintained in Colorado may be changed from time to time by the board of directors or by the officers of the corporation, or to the extent permitted by the Act by the registered agent of the corporation, provided in all cases that the street addresses of the registered office and of the business office or home of the registered agent of the corporation are identical.

II. BOARD OF DIRECTORS

1. General Powers

Except as otherwise provided in the Act, the articles of incorporation or these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by its board of directors.

2. Qualifications, Number, Election and Tenure

a. Qualifications. Each director must be a natural person who is 21 years or older ~~and has been a past attendee of a Colorado InnEdCO conference~~ and has demonstrated experience in educational innovation.

b. Number. The number of directors of the corporation shall be as determined by the board of directors and guided by the policies and procedures.

c. Election and Tenure. At each annual meeting of the board of directors the number of directors whose term expires at the end of such meeting shall be elected by the board of directors to hold office until the end of the third succeeding annual meeting. Each director so elected shall hold office until such director's term expires and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal.

3. Resignation; Removal; Vacancies

Any director may resign at any time by giving written notice to the president of the board. A director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director shall be deemed to have resigned in the event of such director's death or incapacity as determined by a court of competent jurisdiction. Any director may be removed at any time by the affirmative vote of a majority of the other directors then in office whenever, in the sole judgment of the board of directors, the best interests of the corporation would be served thereby. A director whose removal is sought by is not eligible to vote on such action. Any vacancy of an elected director may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall hold the office for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office, and a director so chosen shall hold office until the next election of the class of directors for which such director was chosen and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

4. Regular Meetings

A regular annual meeting of the board of directors shall be held during the last quarter of the corporation's fiscal year at the time and place, either within or outside Colorado, as determined by the board, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. The board of directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

5. Special Meetings

Special meetings of the board of directors may be called by or at the request of the president of the board or any three directors. The person or persons authorized to call special meetings of the board of directors may fix the time and place, either within or outside Colorado, for holding any special meeting of the board called by them.

6. Notice of Meetings

a. Requirements. Notice of each meeting of Directors, whether annual, regular or special, shall be given to each Director. If such notice is given (a) by personally delivering written notice to a Director, (b) by personally telephoning such Director, or (c) by delivering notice to such Director by electronic mail, it shall be so given at least two (2) days prior to the meeting. If such notice is given either (y) by depositing a written notice in the United States mail, postage prepaid, or (z) by transmitting a facsimile directed to such Director, it shall be so given at least four (4) days prior to the

meeting. Notice shall be sent to the street or electronic addresses or facsimile numbers of the Directors set forth in the corporation's records. The notice of all meetings shall state the place, date and hour thereof, but need not, unless otherwise required by statute, state the purpose or purposes thereof. .

b. Waiver of Notice. A director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this Section 2.6(b), the waiver shall be in writing and signed by the director entitled to the notice. Such waiver shall be delivered to the corporation for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting unless: (i) at the beginning of the meeting or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting; or (ii) if special notice was required of a particular purpose pursuant to the Act or these bylaws, the director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

7. Deemed Assent

A director of the corporation who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to all action taken at the meeting unless (i) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (ii) the director contemporaneously requests the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (iii) the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or by the corporation promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a director who votes in favor of the action taken.

8. Quorum and Voting

A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors, unless otherwise required by the Act, the articles of incorporation or these bylaws. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting until a quorum shall be present.

9. Voting by Proxy

No director may vote or act by proxy at any meeting of directors.

10. Compensation

Directors shall not receive compensation for their services as such; however, the reasonable expenses of directors of attendance at board meetings or conducting corporate business may be paid or reimbursed by the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

11. Committees

By one or more resolutions adopted by the vote of a majority of the directors present in person at a meeting at which a quorum is present, the board of directors may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the board of directors, except as prohibited by the Act. The delegation of authority to any committee shall not operate to relieve the board of directors or any member of the board from any responsibility or standard of conduct imposed by law or these bylaws. Rules governing procedures for meetings of any committee shall be the same as those set forth in these bylaws or the Act for the board of directors unless the board or the committee itself determines otherwise.

12. Advisory Boards

The board of directors may from time to time form one or more advisory boards, committees, auxiliaries or other bodies composed of such members, having such rules of procedure, and having such chair, as the board of directors shall designate. The name, objectives and responsibilities of each such advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the board of directors. An advisory board may provide such advice, service, and assistance to the corporation, and carry out such duties and responsibilities for the corporation as may be specified by the board of directors; except that, if any such committee or advisory board has one or more members thereof who are entitled to vote on committee matters and who are not then also directors, such committee or advisory board may not exercise any power or authority reserved to the board of directors by the Act, the articles of incorporation or these bylaws. Further, no advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the corporation without the express approval of the board of directors or the president of the corporation.

13. Meetings by Telephone/Video Conference

Members of the board of directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by

which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

14. Action without a Meeting

Any action required by law or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if notice is transmitted in writing to each member of the Board and each member of the Board by the time stated in the notice: (x) votes in writing for such action; or (y) (i) votes in writing against such action, abstains from voting, or fails to respond or vote; and (ii) fails to demand in writing, that action not be taken without a meeting.

The notice required by this Section shall state (a) the action to be taken; (b) the time by which a director must respond; (c) that failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and (d) any other matters the corporation determines to include.

Action is taken under this Section only if at the end of the time stated in the notice transmitted pursuant to this Section the affirmative votes in writing for such action received by the corporation and not revoked equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted, and the corporation has not received a written demand that such action not be taken without a meeting other than a demand that has been revoked.

A writing by a director under this Section shall be in a form sufficient to inform the corporation of the identity of the director, the vote, abstention, demand, or revocation of the director, and the proposed action to which such vote, abstention, demand or revocation relates. All communications under this Section may be transmitted or received by the corporation by electronically transmitted facsimile, electronic mail, or other form of wire or wireless communication. For purposes of this Section, communications to the corporation are not effective until received.

III. *OFFICERS AND AGENTS*

1. Designation and Qualifications

The elected officers of the corporation shall be a President, Vice President, Secretary and Treasurer. One person may hold more than one office at a time, except president and secretary. Officers must be directors of the corporation. All officers must be natural persons who are twenty-one years of age or older, have a history of innovative thought and action, and are actively engaged in the field of education

2. Election and Term of Office

The board of directors, or an officer or committee to which such authority has been delegated by the board of directors, shall elect or appoint the officers at or in conjunction with each regular annual meeting of the board of directors. If the election and appointment of officers

shall not be held at or in conjunction with such meeting, such election or appointment shall be held as soon as convenient thereafter. Each officer shall hold office for a term of one year commencing in the year of such appointment and until such officer's successor shall have been duly elected or appointed and shall have qualified, or until such officer's earlier death, resignation or removal.

3. Compensation

Officers shall not receive compensation for their services as such; however, the reasonable expenses of officers for attendance at board meetings or conducting corporate business may be paid or reimbursed by the corporation. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

4. Removal

Any officer or agent may be removed by the board of directors whenever in the board's sole judgment the best interest of the corporation would be served thereby, but removal shall not affect the contract rights, if any, of the person so removed. Election, appointment or designation of an officer or agent shall not itself create contract rights.

5. Vacancies

Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the president or to the board of directors. An officer's resignation shall take effect upon receipt by the corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer shall be deemed to have resigned in the event of such officer's death or incapacity as determined by a court of competent jurisdiction. A vacancy in any office, however occurring, may be filled by the board of directors, or by any officer or committee to which such authority has been delegated by the board of directors, for the unexpired portion of the term. If a resignation is made effective at a later date, the board of directors may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the board of directors may remove the officer at any time before the effective date and may fill the resulting vacancy.

6. Authority and Duties of Officers

The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

a. President of the Board. The president of the board shall be the principal executive officer of the corporation and shall (i) preside at all meetings of the board of

directors;(ii)issue meeting agendas; (iii) determine if a quorum is present at each meeting; and(iv)represent the board of directors in issuing its communications or shall appoint a designee to do so

b. Vice-President. In the absence or disability of the chair, the vice-president shall perform all of the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice-president shall have such other powers and perform such other duties as may from time to time be assigned to such person by the president or by the board of directors.

c. Secretary. The secretary shall (i) keep the minutes of the proceedings of the board of directors and any committees of the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the president or by the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

d. Treasurer. The treasurer shall (i) be the chief financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the corporation and the results of its operations; (iv) monitor compliance with all requirements imposed on the corporation as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code;(v)upon request of the board, make such reports to it as may be required at any time; and (vi) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the president or the board of directors.

7. Surety Bonds

The board of directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person’s duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person’s possession or under such person’s control belonging to the corporation.

IV. FIDUCIARY MATTERS

1. Indemnification

a. Scope of Indemnification. The corporation shall indemnify each director, officer, employee and volunteer who serves the corporation at the request 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 by this Section 4.1. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Section 4.1 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, if and as applicable.

2. General Standards of Conduct for Directors and 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 officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the corporation.

b. Reliance on Information, Reports, Etc. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; (iii) in the case of a director, a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 4.2(b) unwarranted.

c. Liability to Corporation. A director or officer shall not be liable as such to the corporation for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section 4.2.

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.

3. Conflicts of Interest

The corporation may enter into a contract, transaction, or other financial relationship between the corporation and a director or officer, or between the corporation and a party related to the director or officer, or between the corporation and an entity in which the director or officer is a director or officer or has a financial interest; provided that either:

a. The material facts as to the director's or officer's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or to a committee of the board of directors 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

b. The conflicting interest transaction is fair as to the corporation.

4. 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 Act 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 Act 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 4.2.

b. Contribution. A director who is liable under Section 4.4(a) for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable under Section 4.4(a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act 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 Act or the articles of incorporation.

5. Loans to Directors and Officers Prohibited

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

V. RECORDS OF THE CORPORATION

1. Minutes, Etc.

The corporation shall keep as permanent records minutes of all meetings of the board of directors, a record of all actions taken by the board of directors without a meeting, a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation, and a record of all waivers of notices of meetings of the board of directors or any committee of the board of directors.

2. Accounting Records

The corporation shall maintain appropriate accounting records.

3. Records in Written Form

The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

4. Records Maintained at Principal Office

The corporation shall keep a copy of each of the following records in its physical and digital storage locations.

a .The articles of incorporation;

b. These bylaws;

c. A list of the names and business or home addresses of the current directors and officers;

d. A copy of the most recent corporate report delivered to the Colorado secretary of

state; e .All financial statements prepared for periods ending during the last three years;

f. The corporation’s application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
g. All other documents or records required to be maintained by the corporation at its principal office under applicable law or regulation.

VI. MISCELLANEOUS

1. Fiscal Year

The fiscal year of the corporation shall be as established by the board of

directors.

2. Conveyances and Encumbrances

Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

3. Designated Contributions

The corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the corporation's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the corporation's tax-exempt purposes.

4. Amendments

The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested solely in the board of directors. Amendments to these bylaws require an affirmative vote of 2/3rds majority of the directors in office then eligible to vote.

5. References to Internal Revenue Code.

All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

6. Principles of Construction.

Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words “pay” and “distribute” shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these bylaws.

7. Severability.

The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

8. Name.

The corporation shall be known as Technology in Education Colorado, Inc. or TIE Colorado d/b/a Innovative Education Colorado or InnEdCO.

BYLAWS CERTIFICATE

The undersigned certifies that s/he is the President of Technology in Education CO, Inc. a Colorado nonprofit corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

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Date: _____

Brandon Petersen, President

The undersigned certifies that s/he is the Secretary of Technology in Education CO, Inc. a Colorado nonprofit corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

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Date: _____

Kay Davidson, Secretary