

**BY-LAWS OF
SHAWNEE HISTORY.**

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ARTICLE I.... Name

The name of this corporation shall be Shawnee History and hereafter will be referred to as SH.

ARTICLE II.... Purpose

Shawnee History enriches our local community through historic preservation, education, celebration, and communication of our remarkable history. Shawnee History may collect, preserve and interpret genealogical, biographical, architectural, cultural and historical matter pertaining to the Shawnee area. SH will make its resources accessible to researchers, genealogists, and the general public. SH may hold meetings, create exhibits, sponsor programs and run special events for the education and enjoyment of its members, the Shawnee community, and the general public. SH will act in cooperation with public and private entities to promote awareness of and interest in Shawnee's history and heritage and the present and future development of the community area.

This organization is organized exclusively for charitable and educational purposes within the meaning of section 501(c)3 of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate of public office. Notwithstanding any other provision of these articles the corporation shall not carry on any other activities not permitted to be carried on; a) by a corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or b) by a corporation, contributions to which are deductible under section 170 (c)2 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

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ARTICLE III.... Membership

Section 3.01/ Qualifications

Any individual or organization interested in Shawnee History shall be eligible for membership in the SH. Applications for membership may be reviewed at the discretion of the Board of Directors. The Board of Directors may define classes of membership together with the dues structure for each classification.

Section 3.02/ Annual Meeting

An annual meeting of the members shall be held in January of each year, on a date and place set by the president. The purpose of the meeting will be to elect the Board of Directors and transact such other business as may be necessary. A Quorum shall be decided by, a simple majority of those present.

Section 3.03/ Voting

Each member (defined as an individual or an organization) shall be permitted one vote at the annual meeting of SH.

Section 3.04/ Non-discrimination Pledge

Shawnee History pledges not to discriminate against prospective members because of race, color, creed, religion, sex, or national origin.

ARTICLE IV.... Board of Directors

Section 4.01/ Number and Selection

The Board of Directors shall consist of seven members of SH, four officers and three members at large, elected by the membership at the annual meeting.

Section 4.02/ Terms of Office

Directors shall serve a term of three years but in such a manner that about that one-third of the full number shall be elected each year. No person shall serve on the Board of Directors for more than twelve consecutive years unless there insufficient nominees to fill the Board of Directors.

Any vacancy shall be filled by the Board of Directors for the unexpired term.

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ARTICLE IV.... Board of Directors - continued

Section 4.03/ Powers

The Board of Directors shall have all the usual powers of a Board of Directors of a membership corporation, and to the immediate government and direction of the affairs of SH. It shall make all rules and regulations that it deems necessary or proper for the government of SH and for the due and orderly conduct of its affairs and the management of its property, consistent with its Charter and Bylaws.

The Board of Directors, by a majority vote of the entire board, may suspend or expel any member upon evidence of material violation of the By-Laws, public laws, or any regulations or practices of the SH. The member in question shall be entitled to be heard by the Board of Directors before such action is taken.

Section 4.04/ Meeting and Voting

The Board of Directors will meet no fewer than 3 times annually. In addition, the Board of Directors will meet soon after the annual meeting of the membership to elect officers for a one year term. Additional meetings of the Board of Directors may meet at any time upon the call of the president or one-third of the total number of Directors. Meetings may be "virtual" with votes by mail, email, telephone or fax deemed valid and binding. A quorum for the transaction of business at Board of Directors meetings shall consist of at least one-half of the total number of existing Directors.

The Board of Directors meetings are open meetings. Anyone who Is a member of SH or a citizen of the Park County area may attend and speak when recognized; but may not vote.

At all meetings of the Board of Directors, business shall be transacted by a majority vote of all Directors present; and any action taken shall be deemed the action of the full Board of Directors. At all meetings of the Board of Directors and the corporation members, Robert's Rules of Order shall apply.

ARTICLE V.... Officers

Section 5.01/ Numbers

The officers shall be a president, a vice-president, a secretary, and a treasurer, who shall assume their duties upon their election. The Board of Directors shall fill any vacancy in office during a term as soon as possible, preferably at the next regular meeting. No officer shall serve more than ten consecutive terms in the same office.

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ARTICLE V.... Officers - continued

Section 5.02/ Duties

The duties of the officers shall be such as usually pertain to their respective offices or as are prescribed and assigned to them by the Board of Directors.

Section 5.03/ Other Officers

The Board of Directors shall have the power to appoint such subordinate officers, employees, or agents as may be necessary in their judgment for the conduct of the business of SH and to designate their titles and compensation, if any. To this end, the Board of Directors may engage administrators who shall formulate and carry out business policies submitted by her/him and approved by the Board of Directors and, subject to the Board of Director's approval, enter into all contracts required for the conduct of the business of Shawnee History.

The Board of Directors shall fill any vacancy in office as soon as possible, preferably at the next regular meeting.

ARTICLE VI.... Committees

A committee may be appointed to assist the Board of Directors in carrying out the purposes of Shawnee History. Committees shall also keep SH advised by written and oral communications. Committees may have regular meetings, and may appoint a spokesperson to communicate to the Board of Directors. Committees shall be appointed by a resolution of a majority of the Board of Directors.

ARTICLE VII.... Restricted Funds

In the event funds are received for restricted purposes with the requirement that principal shall remain intact, the Board shall provide for the designation of a Shawnee History member as trustee to receive the funds and shall authorize the trustee to execute a Trust agreement governing the use of these funds in such forms as may be approved by the Board of Directors.

ARTICLE VIII.... Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes as those described in this Article VIII.

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ARTICLE IX.... Amendment

Section 9.01/ Procedure

These By-Laws and Articles of Incorporation may be amended by two-thirds vote at any meeting of the Board of Directors, but no amendment shall be in order at any meeting unless previous notice of the nature of the proposed amendment shall have been given to all Directors.

Section 9.02/ Restrictions

No amendment shall be approved to the Articles or By-Laws which would impair Shawnee History's tax-exempt status or which would allow the use of SH funds for purposes prohibited by laws governing the Shawnee History's tax-exempt status.

Section 9.03/ Invalidity Provision

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

ARTICLE X.... Reports

Section 10.01/ Fiscal Year

The fiscal year shall be the calendar year, January 1 to December 31.

Section 10.02/ Audit

The accounts of the Treasurer may have an independent audit conducted at the end of each fiscal year as appointed by the Board of Directors, and at such other times as are deemed necessary by the Directors. The Board of Directors when deemed necessary may order audits by a Board of Directors appointed accountant.

Section 10.03/ Financial Reports

A financial report shall be made by the Treasurer at least once annually and transmitted by the Secretary to the Board of Directors. Additional financial reports shall be made available to the Board of Directors in such form and at such times as they may request.

Section 10.04/ Annual Report

The President shall report to the Board of Directors and membership reviewing the year and plans for next year at the annual meeting.

ARTICLE XI.... Indemnification

Section 11.01/ Good Faith

Any person who, in good faith, lawfully, and with the authority of Shawnee History acts on behalf of the corporation, shall be fully indemnified by the corporation for any loss, cost or expense incurred because of such acts.

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ARTICLE XI.... Indemnification (continued)

Section 11.02/ Conditions

Shawnee History shall have the right to impose, as conditions to any indemnification provided or permitted in the Article, such reasonable requirements and conditions as it deems appropriate, including but not limited to anyone or more of the following:

- a. any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel mutually agreeable to the person to be indemnified and SH;
- b. SH shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding against the person to be indemnified; and
- c. SH shall be subrogated, to the extent of any indemnified person's right of recovery, and the person to be indemnified shall execute all writing and do everything necessary to assure such rights of subrogation to Shawnee History.

Section 11.03/ Negligence

Shawnee History may not indemnify a party that has been adjudged liable for gross negligence or willful misconduct in the performance of the party's duty to the corporation or in connection with any proceeding charging improper personal benefit to the party, whether or not involving action in the party's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the party (even if the corporation was not thereby damaged).

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1.Application for membership shall include an interest/volunteer survey, a membership class and dues selection form with name, mailing address and phone number (see attached form).

2.Annual Meeting is in January and is called by the SH President.

3.Nominations for Board of Directors positions are taken in October or from the floor at the annual meeting.

4.Board of Directors should try to be balanced with members from all parts of the aquatic community. Meetings are run in an orderly way with minutes, reports, and approvals.

5. Officers should have backgrounds in their prospective jobs:

President and Vice-President -- Working knowledge in operating a board.

Treasurer -- Working knowledge in bookkeeping and accounts. Secretary -- Able to take minutes and keep records and files.

6.Committees will be made up of members not on the Board of Directors, such as program directors, past board, fundraisers, historians, archivists and interested persons. All members will be potential board members.

7.Membership and Dues structure will be as follows:

Annual Memberships by calendar year,

Five dollars for everyone,

Greater sums accepted with gratitude.

8.Membership benefits include; Those services made available to the membership and approved by the Board of Directors.

Financial and records:

Treasurer, with the help of an auditor if required by the Board of Directors, will assemble the annual report by December 31 each year.

All statements and accounts will be mailed to:

Shawnee History, PO Box 134, Shawnee CO 80475-0134

As designated by the president, or until otherwise designated.

All accounts will be signed with one of two signatures at all banking institutions. SH treasurer and president are the signatories unless a special account is set up with Board of Directors approval requiring other arrangements. Funds may only be spent with Board of Directors approval.

Shawnee History officers in charge will keep current files. Historical files will be kept at a central location approved by the Board of Directors.

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Fund raising will take place year round with annual memberships. Fundraisers will be SH emissaries who may make personal visits and/or phone calls to raise membership funds each year. Grants may be written year round with Board of Directors approval. In-kind or donated services may be solicited. Bequests and restricted loans of capital may be solicited. Each program may have small fundraisers with Board of Directors approval.

Committees are persons in charge of a program as approved by the Board of Directors. Committees will be directed by the Board of Directors to proceed with a program as outlined by the Committee Spokesperson. Reports to the Board of Directors will be done regularly as needed or requested. The Committee may recruit volunteers, write news releases subject to review by a Board of Directors member and do promotional activities, implement program activities as outlined for the Board of Directors approval, and manage bank accounts for their programs.

Programs receiving financial support from SH and utilizing SH's tax-exempt status must have a spokesperson. There should be regular reports by the spokesperson to the Board of Directors and participation in Board of Directors activities.

No funds may be dispersed without prior approval by a majority of the Board of Directors.

Any Board of Directors member may initiate corresponds, however the full Board of Directors must be advised of the correspondence. Any multiple-copied or printed material of the SH must have Board of Directors approval before publication. Promotional materials of programs may be exempted.

MISSION STATEMENT: Shawnee History enriches the community through preserving and communicating our remarkable history.

VISION STATEMENT: Shawnee History actively preserves and passionately presents our local history in an inspired and provocative manner that will continue to anchor our community and its evolving character. We enhance the lives of those with whom we work and live. We offer a compelling reason to live in and to visit Shawnee, Colorado.

CORE VALUES: We conduct ourselves from the following fundamental values that are at the heart of who we are:

Integrity, Respect, Compassion, Responsibility.

We relish the opportunity to make a difference.

We promise to accomplish our mission and to operate consistent with our values. This is who we are. This is what you can count on.

We maintain a nurturing work environment in which promises are kept, authentic communication is encouraged and where integrity, honesty and fairness are valued and rewarded.

We pledge to create enduring financial stability in balance with our core values. We continually exceed expectations.

We encourage and support an entrepreneurial environment where people are committed to taking risks and being accountable for their actions.

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We provide opportunities for valued personal development, professional skill development and dramatic sustainable growth for the partners, leadership and contributors to the SH success.

Incorporators and officers of Shawnee History, a non-profit corporation, elected by a meeting of the Shawnee History formation committee, July 27,2016, are as follows:

Vincent Tolpo, President

55918 US 285

Shawnee, Colorado 80475

Barbara Behl, Vice-President

55087 US 285

Shawnee, Colorado 80475

B. Lyn Hayden, Secretary

386 East Cline Drive

Shawnee, Colorado 80475

Ken Dunn, Treasurer

3245 West Stanford Ave.

Englewood, CO 80110