

AMENDED AND RESTATED

BYLAWS

OF

ASPEN SANTA FE BALLET

May 1, 2021

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BYLAWS
OF
ASPEN SANTA FE BALLET**

**Article I.
Offices**

1.01 Business Offices.

The Aspen Santa Fe Ballet (hereafter, “ASFB”) will continuously maintain a principal office, which is located inside of Colorado. The street address and mailing address, if different, of the principal office can be found on the Colorado Secretary of State’s website. ASFB may change the location of the principal office at any time by filing a statement of change with the Colorado Secretary of State. ASFB will also maintain an office in its sister city of Santa Fe, New Mexico, and may maintain business offices in other locations as well.

1.02 Registered Office.

ASFB will continuously maintain a registered agent and registered agent address located in Colorado. The registered agent address must be the street address and mailing address, if different, of the registered agent’s home or usual place of business. ASFB may change the registered agent or address at any time by filing a statement of change with the Colorado Secretary of State.

**Article II.
Membership**

2.01 No Members.

ASFB will have no voting members.

**Article III.
Board of Trustees**

3.01 Powers and Authority.

All corporate powers will be exercised by or under the authority of, and the business and affairs of ASFB will be managed by, its Board of Trustees, unless the Colorado Revised Nonprofit Corporation Act, ASFB’s Articles of Incorporation or these Bylaws provide otherwise.

3.02 Number and Qualifications.

ASFB’s Board of Trustees will range from twelve to thirty-five trustees, with the number determined from time to time by a vote of ASFB’s Board of Trustees. Trustees must be individuals

who are age 18 or older. Once elected, all elected trustees must fulfill their annual financial contribution, set from time to time by the Board in accordance with these Bylaws.

3.03 Selection and Tenure.

ASFB's Executive Director and Artistic Director each will serve as ex officio, voting trustees so long as they continue to serve in those respective offices or capacities, and ASFB's Founder will serve as a voting trustee until her death, resignation or removal. All other trustees will be elected by ASFB's Board of Trustees. At each annual meeting, and at such other times as may be appropriate, the Nominating Committee will present a qualified slate of candidates for consideration as trustees. Elected trustees will serve three-year terms, commencing at the end of the annual Board meeting of their election and expiring at the end of the third succeeding annual Board meeting, and thereafter until their successors have been duly elected and qualified, or until their death, resignation, or removal. If ASFB's Board determines to increase the size of the Board, the Board will elect a number of trustees equal to the number of open seats as determined by the Board. Successive terms are permissible.

3.04 Resignation.

A trustee may resign at any time by giving written notice to the President or the Secretary. The resignation does not have to be accepted to be effective, unless the notice specifies otherwise. The resignation will be effective upon receipt, unless the notice specifies a later effective date. A trustee will be considered to have resigned if 1) a court of competent jurisdiction determines they are incapacitated, or 2) his or her annual financial contribution is not paid when due. Any trustee who is deemed to have resigned by failure to pay his or her annual financial contribution, may be restored to the Board by paying all past due amounts.

3.05 Removal.

Elected trustees and ASFB's Founder may be removed at any time, with or without cause, by a majority vote of all other trustees in office. The notice of a meeting at which a trustee is to be removed must state that one of the purposes of the meeting is to consider removal of a trustee.

3.06 Vacancies.

Any vacancy occurring in the position of an elected trustee, regardless of cause, may be filled at any time during the year by ASFB's Board of Trustees. Each trustee elected to fill a vacancy will serve until their successor has been duly appointed and qualified, or until their death, resignation or removal.

3.07 Meetings.

A regular annual meeting of the Board of Trustees will be held each year during the last month of the fiscal year, at the time and place determined by the Board. The purpose of the meeting will be to review the annual budget, elect trustees and officers and to transact other business that comes before the meeting. Additional regular meetings may be held at the time and place set forth in a resolution adopted by the Board, without further notice than the resolution. The list of regular meetings will be included in the agenda for each scheduled meeting, with the agenda distributed to each trustee in advance of each meeting. Special meetings may be called by or at the request of the President or at least 20 percent of all trustees in office. The person(s) calling the special meeting may fix the time and place of the meeting.

3.08 Notice.

The President may change the time and place for any regular meeting of the Board of Trustees (including the annual meeting) by providing notice of the change to each trustee at least one week prior to the meeting. Notice of any special meeting must be given to each trustee at least one week prior to the meeting. Notice may be given by personal delivery, first-class mail, telephone, email, or other form of wire or wireless communication. The method of notice can be different for each trustee. Notice transmitted by email, or other electronic means, will be considered delivered upon receipt.

3.09 Waiver of Notice.

A trustee may waive the required notice of any regular or special meeting of the Board of Trustees before, during, or after the meeting. The waiver must be in writing and signed by the trustee. A trustee's attendance at or participation in any meeting will constitute a waiver of notice, unless: 1) at the beginning of the meeting or promptly upon their later arrival, the trustee objects to holding the meeting or transacting business because of lack of notice or defective notice and does not vote for or assent to action taken at the meeting; or 2) if special notice was required of a particular purpose of the meeting under the Colorado Revised Nonprofit Corporation Act or these Bylaws, the trustee objects to transacting business regarding the purpose for which the special notice was required and does not vote for or assent to action taken at the meeting regarding such purpose.

3.10 Assent to Action.

A trustee who attends or participates in any meeting when corporate action is taken will be considered to have assented to all action taken at the meeting, unless: 1) at the beginning of the meeting or promptly upon their later arrival, the trustee objects to holding the meeting or transacting business and does not vote for or assent to any action taken at the meeting; 2) the trustee contemporaneously requests their dissent or abstention on any specific action taken be

entered in the minutes of the meeting; or 3) the trustee causes written notice of their dissent or abstention on any specific action to be received by the presiding officer of the meeting before its adjournment or by ASFB promptly after adjournment. This right to dissent or abstain is not available to a trustee who votes in favor of the action taken.

3.11 Quorum and Voting.

A majority of all trustees in office immediately before a meeting begins will constitute a quorum for taking action. A majority vote of trustees present at a meeting at which there is a quorum will constitute an action of the Board of Trustees, unless the Colorado Revised Nonprofit Corporation Act, ASFB's Articles of Incorporation or these Bylaws require a greater vote. If less than a quorum is present at a meeting, a majority of the trustees present may adjourn the meeting until a quorum is achieved without further notice other than an announcement at the meeting.

3.12 Proxies.

For quorum and voting purposes on a proposal under consideration at a meeting, a trustee may grant a signed written proxy to another trustee present at the meeting, authorizing that other trustee to cast the vote directed to be cast by the written proxy, if the proposal voted upon is described with reasonable specificity in the proxy. Otherwise, trustees may not vote or otherwise act by proxy.

3.13 Participation by Telephone or Electronic Media.

Trustees may participate in any regular or special meeting by, or conduct the meeting through the use of, any means of communication where all trustees participating can hear each other during the meeting. A trustee participating in this manner will be considered present in person at the meeting.

3.14 Written Action in Lieu of Meeting.

Any action required or permitted to be taken at a meeting of ASFB's Board of Trustees may be taken without a meeting by following the process set forth in this Section. An action so taken will have the same force and effect as an action taken at a meeting of the Board.

(a) **Notice of Vote.** Written notice must be delivered to each trustee setting forth: 1) the action to be voted upon; 2) the time by which the trustee must respond; and 3) a statement that failing to respond by the time stated will have the same effect as abstaining in writing and failing to demand a meeting.

(b) **Response by Trustee.** In response to the written notice, a trustee may: 1) vote in writing for the action; 2) vote in writing against the action; 3) abstain in writing from voting; 4) fail to respond; or 5) demand in writing action not be taken without a meeting. The response must be

in a form sufficient to inform ASFB of the trustee's identity; the trustee's vote, abstention or demand; and the proposed action to which the vote, abstention or demand relates. A trustee's right to demand a meeting will be waived unless ASFB receives the demand by the time stated in the written notice. All signed written instruments to effect action under this Section must be filed with the minutes of the meetings of the Board of Trustees.

(c) Action Taken. An action will be considered taken under this Section only if, at the end of the time stated in the written notice: 1) the affirmative votes in writing for the action received by ASFB and not revoked equal or exceed the minimum number of votes that would be necessary to take action at a meeting, assuming all trustees in office were present and voted; and 2) ASFB has not received a written demand by a trustee, other than a demand that has been revoked, that action not be taken without a meeting. Unless the written notice to the trustees states a different effective date, action taken under this Section will be effective at the end of the time stated in the written notice for trustee response.

(d) Method of Delivery. Communications under this Section may be sent or received by ASFB by facsimile, email, or other form of wire or wireless communication. Communications provided under this Section are not effective until received.

3.15 Compensation.

Trustees will not receive compensation for their services as trustees of ASFB. However, their reasonable expenses incurred for attendance at meetings of the Board of Trustees or for performance of their official functions may be paid or reimbursed by ASFB, if the expense complies with any expenditure policies of ASFB or the expense is approved by the Board. In addition, trustees may receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity, so long as such compensation is established in a manner consistent with Section 5.05.

3.16 Annual Financial Contribution.

The required annual financial contribution for elected trustees will be established from time to time by the Board. The due date for the contribution is December 31, with an automatic extension of 31 days. The Executive Committee may, in its discretion, make any exception it finds to be in the best interest of ASFB regarding the annual financial contribution and its due date. Ex officio trustees do not have an annual financial contribution requirement.

Article IV.
Board Committees and Advisory Boards

4.01 Standing Committees.

ASFB will have the following Standing Committees: an Executive Committee, a Nominating Committee, a Development Committee, a Special Events Committee, and a Finance Committee. Standing committees will have the objectives, composition, officers, authority, and responsibilities set forth in a resolution or charter adopted by the Board, or as follows:

(a) **Executive Committee:** the Executive Committee will consist of ASFB's President, Vice-President, Treasurer, Secretary, Executive Director, Artistic Director, Founder and up to seven at-large trustees from the general population of the Board. The at-large trustees will be appointed by the President, subject to approval of the Board, and serve terms concurrent with their Board terms. ASFB's Founder will be a member of the Executive Committee so long as she is a voting trustee. The Executive Committee shall have and may exercise all of the authority of the Board, except as limited by Colorado Revised Nonprofit Corporation Act. All substantive actions of the Executive Committee shall be subject to approval and ratification by the Board.

(b) **Other Standing Committees:** Each standing committee must contain at least one trustee. Unless otherwise provided in these Bylaws or separate committee charter, each standing committee may include as many voting members, whether or not trustees or officers of ASFB, as the Board determines. Members will be appointed by the President, subject to approval of the Board. The President, the Executive Director and the Artistic Director will be ex officio members, without a vote, on each committee, and with a vote on those committees to which they are specifically appointed. Each member of a committee will have one vote on that committee. Each such committee shall have the powers delegated to it by the Board. Each committee shall keep minutes of the proceedings and report the results thereof to the Board.

4.02 Other Committees and Advisory Boards.

ASFB may have such additional committees and advisory boards as determined by the Board of Trustees from time to time. Each such committee or advisory board will have the name, objectives, composition, officers, authority, and responsibilities set forth in a resolution or charter adopted by the Board.

4.03 Reliance on Committees; Limitations on Authority.

The delegation of authority to any committee or advisory board will not operate to relieve the Board of Trustees or any trustee from any responsibility or standard of conduct imposed by law or these Bylaws. If any such committee or advisory board has a voting member who is not also a trustee of ASFB, it may exercise no power or authority reserved to the Board of Trustees by the

Colorado Revised Nonprofit Corporation Act, ASFB's Articles of Incorporation or these Bylaws. Further, it will have no authority to incur any corporate expense or make any representation or commitment for ASFB unless express authority is provided in these Bylaws or the resolution establishing the committee or advisory board, or unless express approval is given by the Board of Trustees or the President or the Treasurer, and the expense or commitment complies with any expenditure policies of ASFB.

4.04 Rules and Procedures.

Rules governing procedures for meetings of any committee or advisory board will be the same as those set forth in these Bylaws or the Colorado Revised Nonprofit Corporation Act for the Board of Trustees, unless the Board of Trustees determines otherwise in the resolution establishing or governing the committee or advisory board.

Article V. Officers

5.01 Designation and Qualification.

The officers of ASFB will include a President, a Vice-President, a Secretary, and a Treasurer. The Board of Trustees may appoint additional officers or assistant officers as the Board considers necessary or useful. No trustee may hold more than one office at a time. Officers must be trustees, and must be individuals who are age 18 or older.

5.02 Selection and Tenure.

The officers of ASFB will be elected by the Board of Trustees at each annual meeting of the Board. If the election is not held at the annual meeting, it will be held as soon after the annual meeting as convenient. The Nominating Committee will present to the Board a qualified slate of candidates for consideration. Each officer will be elected to their respective office by majority vote of trustees participating at a duly convened meeting having a quorum of members present. Each officer shall hold office for a three-year term, commencing at the end of the annual Board meeting of their election and expiring at the end of the third succeeding annual Board meeting and thereafter until their successor has been duly elected and qualified, or until their death, resignation, or removal. Successive terms are permitted.

5.03 Resignation.

Any officer may resign at any time, subject to their rights or obligations under any existing contracts between the officer and ASFB, by giving written notice to the President or the Secretary. The resignation does not have to be accepted to be effective, unless the notice specifies otherwise. The resignation will be effective upon receipt, unless the notice specifies a later effective date. If a resignation has a later effective date, the Board of Trustees may permit the officer to remain in

office until the effective date and fill the pending vacancy with a deferred effective date, or the Board may remove the officer before the effective date and fill the resulting vacancy. An officer will be considered to have resigned if a court of competent jurisdiction determines they are incapacitated.

5.04 Removal.

ASFB's Board of Trustees may remove an officer at any time, with or without cause, by a majority vote of all trustees in office. Removal will not affect any contract rights of the officer removed. However, the election or appointment of an officer will not by itself create contract rights.

5.05 Compensation.

Officers will not receive compensation for their services as officers of ASFB. However, their reasonable expenses incurred for attendance at meetings of the Board of Trustees or for performance of their official functions may be paid or reimbursed by ASFB, if the expense complies with any expenditure policies of ASFB or the expense is approved by the Board.

5.06 Authority and Duties.

(a) **President.** The President, subject to the direction and supervision of the Board of Trustees, will be the chief executive officer of ASFB with general and active control of its affairs and business and with general supervision of its employees and agents. It is expected that the daily management of the affairs of ASFB will be executed through the office of the Executive Director. The President also will serve as chair of the Board, preside at meetings of the Board, and serve as its spokesperson. The President may sign, with the Secretary, in the name of, and on behalf of ASFB, any contract or agreement authorized by the Board. The President shall establish the agenda for all meetings and shall assign all committee members not designated by these Bylaws. The President will see that all orders and resolutions of the Board of Trustees are carried into effect. The President will also perform all other duties customary to that office or as assigned by the Board.

(b) **Vice-President.** The Vice-President will assist the President and shall perform such duties as may be assigned to them by the President or the Board. In the absence of the President, the Vice-President will have the powers and perform the duties of the President.

(c) **Secretary.** The Secretary will ensure the safety and accuracy of all records of the Board of Trustees. The Secretary will see that minutes are kept of the proceedings of the Board and see that all notices of Board meetings are duly given as provided in these Bylaws or the Colorado Revised Nonprofit Corporation Act. He or she may sign, with the President, in the name of and on behalf of ASFB, any contracts or agreement authorized by the Board. The Secretary will also perform all other duties customary to that office or as assigned by the Board of Trustees, either

directly or by delegation to and oversight of agents of ASFB. Assistant secretaries will have the same duties and authority as the Secretary, subject to supervision by the Secretary.

(d) **Treasurer.** The Treasurer will be the principal financial officer of the Board of Trustees with general responsibility for oversight of the financial affairs of ASFB, and will present financial reports to the Board as requested by the Board. The Treasurer is the chair of the Finance Committee. If, for whatever reason, the Treasurer is unable or unwilling to chair the Finance Committee, the President will designate another officer as Chair of the Finance Committee. The Treasurer will also perform all other duties customary to that office or as assigned by the Board, either directly or by delegation to and oversight of agents of ASFB. Assistant treasurers, if any, will have the same duties and authority as the Treasurer, subject to supervision by the Treasurer.

Article VI.

Fiduciary Matters

6.01 Indemnification.

ASFB will indemnify each person who is or was a trustee, officer, employee, or volunteer of ASFB to the fullest extent allowed under the Colorado Revised Nonprofit Corporation Act, and may purchase insurance insuring its obligations under this Section or otherwise protecting the persons intended to be protected by this Section. Any repeal or modification of this Section will be prospective only and will not adversely affect any right or indemnification of any person who is or was a trustee, officer, employee, or volunteer of ASFB existing at the time of the repeal or modification. ASFB may, but is not obligated to, indemnify any agent of ASFB not otherwise covered by this Section to the fullest extent allowed under the Colorado Revised Nonprofit Corporation Act. However, ASFB will not indemnify any person, nor advance any expense or purchase any insurance, in any manner or to any extent that would jeopardize or be inconsistent with ASFB's status as an organization described in Section 501(c)(3) of the Internal Revenue Code, or that would cause the imposition of any liability under Section 4958 of the Internal Revenue Code.

6.02 Standards of Conduct.

(a) **Discharge of Duties.** Each trustee must discharge their duties as a trustee, including their duties as a member of a committee of the Board of Trustees, and each officer with discretionary authority must discharge their duties under that authority, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner they reasonably believe to be in the best interests of ASFB.

(b) **Reliance on Others.** In discharging their duties, a trustee or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: 1) officers or employees of ASFB whom the trustee or 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 trustee or officer reasonably believes are within that person's professional or expert competence; or 3) as to a trustee, a committee of the Board of Trustees of which the trustee is not a member if the trustee reasonably believes the committee merits confidence. A trustee or officer is not acting in good faith if they have knowledge concerning the matter in question that makes reliance otherwise permitted unwarranted.

(c) **Liability to Corporation.** A trustee or officer will not be liable to ASFB in their capacity as a trustee or officer for any action taken or omitted to be taken as a trustee or officer if, in connection with the action or omission, they performed the duties of the position in compliance with this Section.

6.03 Conflict of Interest Policy.

The following will constitute ASFB's conflict of interest policy, unless the Board of Trustees adopts a separate conflict of interest policy, in which case this Section will have no effect:

(a) **Definition.** A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to ASFB." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of ASFB, and specifically includes, without limitation, trustees and officers of ASFB. A "party related to a responsible person" includes their extended family, including spouse, ancestors, descendants and siblings, and their respective spouses and descendants, an estate or trust in which the responsible person or any member of their extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of their extended family is a trustee or officer or has a financial interest. "An interest adverse to ASFB" includes any interest in any contract, transaction or other financial relationship with ASFB, and any interest in an entity whose best interests may be impaired by the best interests of ASFB including, without limitation, an entity providing any goods or services to or receiving any goods or services from ASFB, an entity in which ASFB 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 ASFB.

(b) **Disclosure.** If a responsible person is aware that ASFB is about to enter into any transaction or make any decision involving a conflict of interest (a "conflicting interest transaction"), the responsible person will: 1) immediately inform those charged with approving the conflicting interest transaction on behalf of ASFB 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 ASFB 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.** ASFB 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 of Trustees or to a Board committee 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 trustees on the Board or committee, even though the disinterested trustees are less than a quorum; or 2) the conflicting interest transaction is fair to ASFB.

6.04 Distributions to Trustees and Officers.

ASFB is not permitted to make distributions to trustees or officers. For this purpose, a "distribution" is the payment of a dividend or any part of the income or profits of ASFB to the trustees or officers, but it does not include payment of reasonable compensation for services rendered. Any trustee who votes for or assents to a distribution made in violation of this Section will be liable to ASFB for the distribution, if they did not perform their duties in compliance with the general standards of conduct in Section 5.02. A trustee who is liable under this Section for a distribution is entitled to contribution from every other trustee who could be liable under this Section for the distribution, and from each person who accepted the distribution knowing the distribution was made in violation of the Colorado Revised Nonprofit Corporation Act.

6.05 Loans to Trustees and Officers.

ASFB is not permitted to make loans to trustees or officers. Any trustee or officer who assents to or participates in making any loan in violation of this Section will be liable to ASFB for the amount of the loan until the loan is repaid in full.

6.06 Confidentiality.

Trustees are required to comply with the ASFB's understanding of confidentiality. That is, there can be no disclosure with non-Board members of internal discussions regarding strategies, possible programs, employee compensation, personnel information, financial information, patron statistics or preliminary planning details of ASFB. Trustees who violate this requirement may be removed for cause by a vote of the Board.

Article VII. Books and Records

7.01 Minutes, Proceedings.

ASFB will keep as permanent records minutes of all meetings of the Board of Trustees, a record of all actions taken by the Board without a meeting, a record of all actions taken by a Board committee in place of the Board, and a record of all waivers of notices of meetings of the Board or any Board committee.

7.02 Accounting Records.

ASFB will maintain appropriate accounting records.

7.03 Records Maintained at Principal Office.

ASFB will keep a copy of each of the following records at its principal office: 1) ASFB's Articles of Incorporation; 2) these Bylaws; 3) a list of the names and business or home addresses of the current trustees and officers; 4) a copy of the most recent corporate report delivered to the Colorado Secretary of State; 5) financial statements, if any, prepared for periods ending in the last three years; 6) ASFB's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; 7) ASFB's annual tax information returns (with donor information redacted) for at least the last three years; and 8) all other documents or records required to be maintained at its principal office under applicable law.

Article VIII. Miscellaneous

8.01 Definitions.

As used in these Bylaws, the term "Colorado Revised Nonprofit Corporation Act" includes, to the extent incorporated therein, the Colorado Corporations and Associations Act. The term "Internal Revenue Code" refers to the Internal Revenue Code of 1986, as amended, and the corresponding provisions of any subsequent laws.

8.02 Governing Documents.

The governing documents of ASFB include its Articles of Incorporation, these Bylaws, and its corporate policies, as in effect from time to time. In the event of any conflict between the Articles of Incorporation and either these Bylaws or the corporate policies, the Articles of Incorporation will control. In the event of any conflict between these Bylaws and the corporate policies, these Bylaws will control.

8.03 Fiscal Year.

The fiscal year of ASFB will be as determined by ASFB's Board of Trustees.

8.04 Conveyances and Encumbrances.

Property of ASFB may be assigned, conveyed, or encumbered by officers or agents of ASFB authorized to do so by the Board of Trustees, and authorized persons will have power to execute and deliver 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 ASFB will be authorized only in the manner prescribed by the Colorado Revised Nonprofit Corporation Act.

8.05 Designated Contributions.

ASFB may accept any contribution, gift, grant, bequest, or devise with such designation, restriction or condition as may be imposed by the donor, so long as the designation, restriction or condition is consistent with ASFB's general tax-exempt purposes. However, ASFB reserves all right, title and interest in and to and control of such contributions, including authority over the ultimate expenditure of such contributions, so long as such expenditure is consistent with the donor-imposed designation, restriction or condition or applicable law.

8.06 Non-Interference.

No trustee shall have the right to affect the creative content of any artistic production of ASFB nor the creative process of the Artistic Director. Trustees who violate this requirement may be removed for cause by a vote of the Board. However, this Section will not be deemed to restrict, in any manner, the power or the authority of the Board to conduct the business of the organization or the fiscal responsibilities and the fiduciary obligation of trustees to ASFB.

8.07 Amendments.

ASFB's Board of Trustees has the power and authority to amend or repeal these Bylaws and adopt new Bylaws by a majority vote of all trustees in office, provided, however, that (1) notice of the proposed amendment or amendments shall have been included in the meeting notice given to trustees, and (2) no such action shall be taken which would adversely affect the qualification of ASFB as an organization described in Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(END)

BYLAWS CERTIFICATE

The undersigned certifies that he/she is the Secretary of Aspen Santa Fe Ballet, a Colorado nonprofit corporation, and that he/she can execute this certificate on behalf of ASFB. The undersigned further certifies that the document attached to this certificate is a complete and correct copy of the Bylaws currently in effect for ASFB.

Dated: August 27, 2021



Printed Name: A. Charles Foute

Secretary