

**AMENDED AND RESTATED BY-LAWS
OF
Attention, Inc., DBA TGTHR**

BE IT RESOLVED, that the By-Laws of Attention, Inc., DBA TGTHR, (the “*Corporation*”) now in force are hereby repealed and the following By-Laws are adopted in substitution therefor:

**ARTICLE I
IDENTIFICATION**

Section 1.1 Name

The name of the corporation is Attention, Inc., DBA TGTHR.

Section 1.2 Registered Office and Registered Agent

The Board of Directors shall from time to time determine the appropriate registered office and registered agent for the organization.

**ARTICLE II
Purpose**

Section 2.1 Organization. The purpose of the Corporation shall be to build a movement that galvanizes communities, empowers young people, and puts an end to youth homelessness, within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation is organized for nonprofit charitable, supporting, supplemental, and auxiliary purposes to solicit, receive, hold, manage, and administer charitable contributions of cash, real and personal property, and other assets donated for the benefit of the Corporation, and to make disbursements of or from such contributions in furtherance of the Corporation’s programs.

Section 2.2 Operation. The Corporation shall at all times act in such manner as to qualify for classification as a nonprofit corporation, pursuant to all applicable Colorado statutes and Federal laws, to which donations are deductible within the meaning of the Internal Revenue Code and Regulations governing charitable contributions.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1 General

The corporation shall be governed by a self-perpetuating Board of Directors, comprised of the Board Members. All corporate powers shall be exercised under the authority of the Board of Directors, and the business and affairs of the corporation shall be managed under the direction of the Board, except as otherwise provided in the Articles of Incorporation.

Section 3.2 General Duties and Powers

(a) General Duties. The management and control of the affairs and property of the Corporation shall be vested in its Board of Directors which shall exercise general supervision over the Corporation to ensure that the corporate activities are consistent with the stated purposes of the Corporation and to further ensure that no act is committed by the Corporation in contravention of its Articles of Incorporation or By-Laws.

The Board of Directors shall be responsible to:

- a. Select, employ, evaluate, and replace the Chief Executive Officer of the Corporation;
- b. Recruit new Board Members capable of carrying out the mission of the Corporation;
- c. Establish policies for the Corporation in compliance with local, state, and federal regulations;
- d. Approve the annual budget and annual audit reports; and
- e. Engage in fundraising for the Corporation;

(b) Powers. The Board of Directors of the Corporation shall have all the powers and authority granted to Directors by the Colorado Nonprofit Corporation Act, as amended, and the procedures, methods, and directives therein contained shall govern the operation and control of the Corporation unless otherwise proscribed, limited, or prohibited by the articles of Incorporation and By-Laws of the Corporation.

Section 3.3 Qualifications, Number and Tenure

(a) Qualification. Board Members shall be chosen for demonstrated qualifications consistent with the purposes of the Corporation and shall number not less than three (3) nor more than twenty five (25).

(b) Tenure. A Board Member shall serve for a term of three (3) years and may serve a maximum of two (2) consecutive terms, but may be eligible for reelection following one (1) year of non-service. An exception to this is granted for Board Chairperson, pursuant to 5.1a, if needed.

Section 3.4 Resignation, Removal and Vacancies

(a) Resignation. A Board Member may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation, unless the notice specifies a later effective date. A Board Member who resigns may deliver a statement to that effect to the Colorado Secretary of State.

(b) Removal. Any Board Member may be removed, with or without cause, by a 2/3 vote of a quorum of the remaining Board Members at any meeting of the Board Members for which notice has been given of the proposed removal.

Section 3.5 Meetings

(a) Annual Meeting. The annual meeting of the Board of Directors shall be held on the third Wednesday of September or on such other date selected by a majority vote of the Board of Directors. The meeting shall be held in Boulder, Colorado or such a place, physical or virtual, as selected by a majority vote of the Board of Directors. Failure to hold the annual meeting at the designated time and place of such a vote shall not work a forfeiture or dissolution of the corporation.

(b) Regular Meetings. Regular meetings of the Board of Directors shall be held on the third Wednesday of such months as shall be determined by the Board at the beginning of each fiscal year without other notice than this By-Law; or on such other dates as selected by a majority vote of a quorum of the Board.

(c) Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any three Board Members, upon giving at least two days' notice of such special meeting either verbally or in writing. Business transacted at all special meetings shall be conformed to the purposes stated at the notice of such meeting.

(d) Notice. Notice of any meeting of the Board of Directors for which notice is required shall be given to each Board Member personally or by mail, email, telephone, or other virtual means, not fewer than thirty (30) days prior thereto, which notice need not, except with respect to special meetings, specify the purpose of nor the business to be transacted at such meeting; provided that any Board Member may waive notice of any meeting and that attendance of a Board Member at any meeting shall constitute a waiver of notice of said meeting except when a Board Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

(e) Quorum. A simple majority (one vote over half) of the total number of Board Members shall constitute a quorum. Any Board Member physically present at, or participating through a means of communication in which all members participating may hear each other during the meeting, shall be considered present at and count toward the quorum of any regular or special meeting.

Section 3.6 Written Proxy. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, pursuant to C.R.S. Section 7-128-205, a Board Member may be deemed to be present at a meeting and to vote if the Board Member has granted a signed written proxy to another Board Member who is present at the meeting, authorizing the other Board Member to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided herein, Board Members may not vote or otherwise act by proxy.

Section 3.7 Action Without Meeting

The Board of Directors may take action outside of a regular or special meeting pursuant to C.R.S. Section 7-128-202. All members of the Board of Directors shall provide an email address to the

secretary of the Board of Directors so that notice under this statute may be given by email. Any action taken outside of a regular meeting must be ratified and recorded in minutes of the immediate subsequent meeting.

Section 3.8 Delegation. The Board of Directors may delegate authority to such person or persons as may be deemed advisable from time to time to represent the interests of or to perform ministerial or administrative duties on behalf of the Corporation; provided that any such delegation shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed by law.

Section 3.9 Rules and Regulations. The Board of Directors is empowered to formulate and adopt such rules, regulations, and practices they shall deem advisable from time to time for the conduct of the business of the Corporation and as are consistent with the Articles of Incorporation and By-Laws and with other applicable laws and statutes.

Section 3.10 Accounting and Records. The Board of Directors shall ensure that the financial records of the Corporation are properly maintained and regularly reviewed and shall further ensure that the records are subjected to periodic audits.

Section 3.11 Compensation. Members of the Board of Directors shall not receive any salaries or fees for their services but, upon presentation of adequate receipts, may be reimbursed for actual expenses incurred in the performance of their services for or on behalf of the Corporation.

**ARTICLE IV
COMMITTEES**

Section 4.1 General

The Board of Directors, by resolution adopted by a majority vote of the Board of Directors, may designate an executive committee and one or more other committees, to manage, regulate, govern, and conduct funds, property, and affairs of the corporation in accordance with its direction, and shall appoint the members of such committee or committees.

Section 4.2 Procedure for Designating Committees

Other committees designated by the Board of Directors shall perform and have such responsibilities as shall be designated from time to time by resolution adopted by a majority vote of the Board of Directors. Each committee will have at least one Board member liaison. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

**ARTICLE V
OFFICERS**

Section 5.1 Designation of Officers. The Corporation shall have the following officers who shall be elected by the Board of Directors at the Annual Meeting:

(a) Chairperson of the Board of Directors. The Chairperson shall serve for a two-year term, followed by a one-year term as Chair Emeritus. The chairperson may not serve more than a single term. Should this 3-year period extend beyond the board member's existing term limitations, up to one year of service may be added to that member's board term.

The Chairperson of the Board

- (1) shall be a member of the Board of Directors;
- (2) shall preside over the meetings of the Board of Directors;
- (3) shall sign, with the Secretary or any other officer of the Corporation properly authorized by the Board of Directors, any deeds, mortgages, leases, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed unless the signing and execution thereof is expressly delegated by the Board of Directors, or by these By-Laws, or by other applicable law or statute, to the Executive Director or Co-Executive Directors, some other officer or agent of the Corporation;
- (4) shall perform such duties as are incident to the office of Chairperson and as may be prescribed from time to time by the Board of Directors.

(b) Vice-Chairperson of the Board of Directors. The Vice-Chairperson shall serve a one-year term and shall not serve more than two consecutive term. The Vice-Chairman of the Board

- (1) shall be a member of the Board of Directors;
- (2) shall, in the absence of the Chairperson, preside over the meetings of the Board of Directors;
- (3) shall perform such duties as are incident to the office of Vice Chairperson and as may be prescribed from time to time by the Board of Directors.

(c) Secretary. The Secretary shall serve a one-year term and shall not serve more than two consecutive terms The Secretary of the Corporation

- (1) shall keep the Minutes of the meetings of the Board of Directors;
- (2) shall tender notice of meetings in accordance with the provisions of these By-Laws or as required by law or statute;
- (3) shall keep a register of the preferred addresses and telephone and other contact numbers of each Director as shall be furnished to the Secretary by each Director;
- (4) shall be custodian of the records of the Corporation, including the Articles of Incorporation, By-Laws, Minutes and Personnel files of the Executive Director or Co-Executive Directors, as the case may be;
- (5) shall perform such duties as are incident to the office of Secretary and as may be prescribed from time to time by the Board of Directors.

(d) Treasurer. The Treasurer shall serve a one-year term and shall not serve more than two consecutive terms. The Treasurer of the Corporation

- (1) shall have charge of and be responsible for all funds, assets, and property of the Corporation;

(2) shall keep or direct the maintenance of the financial accounts and records of the Corporation and shall make such accounts and records available for periodic review by the Board of Directors and shall make an annual financial report to the Corporation at the Annual Meeting of the Board of Directors; (3) shall perform such duties as are incident to the office of Treasurer and as may be prescribed from time to time by the Board of Directors.

Section 5.2 Other Officers. The Corporation may have such additional officers as the Board of Directors may from time to time elect or appoint to serve with such duties as the Directors deem appropriate for the conduct of the business of the Corporation.

Section 5.3 Election. The slate of proposed officers shall be presented to the Board by a committee designated for such tasks at the Regular Meeting one month prior to the Annual Meeting. Officer terms shall begin on the first day of the fiscal year (October 1).

As of January 1, 2020, existing officers will extend their current terms until September 30, 2020, to accommodate the change in officer elections. This shall serve as a one full term.

Section 5.4 Resignation and Removal; Vacancies.

(a) Resignation and Removal. An officer may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. Any officer elected or appointed by the Board of Directors may be removed, upon a majority vote of the Board of Directors, with or without cause. An officer who resigns or is removed or whose appointment has expired may deliver a statement to that effect to the Colorado Secretary of State. The appointment of an officer shall not in itself create contract rights.

(b) Vacancies. Should any officer be removed or cease or be unable to act and except as otherwise provided by the Articles of Incorporation and By-Laws, a successor shall be elected by a majority vote of the Board of Directors, at any regular meeting or at any special meeting called for such purpose, to serve the unexpired portion of the term; provided that a partial term served shall not be included in the two-term limitation.

ARTICLE VI

CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall be appointed by the Board. The Chief Executive Officer shall be a non-voting member of the Board of Directors and shall carry out the purposes of the Corporation within the framework of the Articles of Incorporation, these By-Laws, the Corporation's policies and procedures, and the general and specific assignments to them by the Board of Directors. The Chief Executive Officer may be removed, upon an affirmative vote of a majority vote of the Directors, with or without cause.

**ARTICLE VII
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

All Board Members, and officers of the Corporation now or hereafter serving shall be indemnified by the corporation against any and all claims and liabilities to which they have become subject by reason of serving or having served as Directors or officers, or by reason of any action alleged to have been taken, omitted, or neglected by them as Directors or officers, and the Corporation shall reimburse each such person for all legal expenses reasonably incurred in connection with any such claim or liability; provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability for acts or omissions arising out of that person's willful misconduct, gross negligence, or knowing violation of law, or for any transaction in which that person had a personal interest or from which was derived a personal benefit; and further provided that the herein right of indemnification shall not be exclusive of any rights to which any Director or officer of the Corporation may otherwise be entitled by law.

**ARTICLE VIII
AMENDMENTS TO BY-LAWS**

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted upon approval by two-thirds of the Directors present at any regular or special meeting of the Board of Directors held pursuant to notice as required hereunder which includes notice of the proposed action regarding the By-Laws.

I, Nia Wassink, DO HEREBY CERTIFY that I am Secretary of TGTHR and in attendance at the meeting of the Corporation duly called and convened on the 19th of August, 2020 and do further certify that the foregoing By-Laws were approved and adopted by the Board of Directors as the By-Laws of the Corporation.

Nia Wassink, Secretary