

Bylaws of

Courage is Change

Article I

Section 1: Name

This organization is incorporated under the laws of the State of Colorado and shall be known as: Courage is Change (hereinafter the “organization”).

Section 2: Purpose

The purpose of the organization Courage is Change is exclusively for educational purposes and the prevention of cruelty to children and women. We are working to raise awareness and educate individuals about violence and abuse. Identifying the root causes and effects prevents the cycle of violence and abuse from continuing in individual’s lives and future generations. By teaching non-violent resolutions, healthy relationship skills and coping skills we aim to build healthy communities. All within the meaning of 501(c)(3) of the Internal Revenue Code or any corresponding section of any future tax code.

Section 3: Offices

The organization shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Colorado as the Board of Directors may from time to time determine.

Article II

BOARD OF DIRECTORS

Section 1: General Powers

Its Board of Directors shall manage the affairs of the organization. The directors may also be designated trustees.

Section 2: Number, Tenure and Qualifications

The number of directors shall be not more than seven (7) and not less than three (3), and within this range, the number of directors shall be determined (or redetermined) from time to time by the Board of

Directors. Until the Board of Directors shall make a different determination, there shall be four (4) directors. Each director shall hold an office until the next annual meeting of the Board of Directors and until the director's successor shall have been elected and qualified. Directors need not be residents of Colorado.

Section 3: Regular Meetings

A regular meeting of the Board of Directors shall be held on the 2nd Monday of January of each year at such hour as the directors may determine. If such a day is a holiday, the meeting shall be held on the next succeeding business day. The Board of Directors may provide by resolution the time and place, either within or without the State of Colorado, for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

Section 4: Special Meetings

Special meeting of the Board of Directors may be called by or at the request of the President or any director. The person or persons authorized to call special meetings of the Board of Directors may fix any place for holding the meeting of the Board of Directors called by them.

Section 5: Notice

Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by regular mail, email, fax or national overnight courier service to each director at the director's address as shown by the records of the organization. If mailed, such notice shall be deemed to be delivered two days after deposit in the U.S. Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by fax or email, such notice shall be deemed to be delivered on the day the sending machine confirms delivery of the fax or email or transmission. If notice is given by national overnight courier service, such notice shall be deemed delivered one day after the notice is delivered to such courier service. Any director may waive notice of any meeting. The attendance of the director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6: Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7: Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law, the Articles of Incorporation or these bylaws.

Section 8: Vacancies

The directors shall fill any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of directors. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Section 9: Informal Action by Directors

Any action required to be taken at a meeting of the directors of the organization, or any other action which may be taken at a meeting of directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 10: Resignation and Removal of Directors

A director may resign at any time upon written notice to the Board of Directors. A director may be removed by the Board of Directors, with or without cause, as specified by the The Colorado Revised Nonprofit Corporation Act.

Article III OFFICERS

Section 1: Officers

The officers of the organization shall be a President, a Vice-president, a Secretary, and a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more vice presidents and assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The same person may hold any two or more offices.

Section 2: Election and Term of Office

The Board of Directors at the regular annual meeting of the Board of Directors shall elect the officers of the organization annually. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified.

Section 3: Removal

The Board of Directors may remove any officer or agent elected or appointed by the Board of Directors whenever in its judgment the best interests of the organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any person is so removed.

Section 4: President

The President shall be the principal executive officer of the organization and shall in general supervise and control all of the business and affairs of the organization. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the organization authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or any other instruments which the Board of Directors authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the organization; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5: Vice President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 6: Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall: have charge and custody of and be responsible for all funds and securities of the organization; receive and give receipts for moneys due and payable to the organization from any source whatsoever, and deposit all such moneys in the name of the organization in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the offices of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

Section 7: Secretary

The Secretary shall keep minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the organization records; keep a register of the post office address of each director which shall be furnished to the Secretary by such director; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Article IV

CONTRACTS, CHECKS, DEPOSITS & FUNDS

Section 1: Contracts

The Board of directors may authorize any officer or officers, agent or agents of the organization, in addition to the officers so authorized by these bylaws, to enter any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization, shall be signed by such officer or officers, agent or agents of the organization and in such manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President of the organization.

Section 3: Deposits

All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4: Gifts

The Board of Directors or the President may accept on behalf of the organization any contribution, gift, bequest or devise for the general purpose or for any special purpose of the organization.

Article V

BOOKS AND RECORDS

The organization shall keep correct and complete books and records of the account and shall also keep minutes of the proceedings of its Board of Directors, and shall keep the registered or principal office a record giving the names and addresses of the directors entitled to vote. Any director or the director's agent or attorney may inspect all books and records of the organization for any proper purpose at any reasonable time.

Article VI

FISCAL YEAR

The fiscal year of the organization shall end on the last day in December in each year.

Article VII

SEAL

The Board of Directors may provide a corporate seal, but such seal shall not be required on any document, contract or other instrument of this organization. Such seal, if any, shall be in the form of a circle and shall have inscribed thereon the name of the organization and the words "Corporate Seal

Colorado.”

Article VIII WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the General The Colorado Revised Nonprofit Corporation Act of Colorado or under the provisions of the Articles of Incorporation or by the bylaws of the organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article IX COMMITTEES

Section 1: Committees of Directors

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution and not restricted by law, shall serve in an advisory capacity to the Board of Directors.

Section 2: Other Committees

Committees not having and exercising the authority of the Board of Directors may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except otherwise provided in such resolution of these bylaws: members of each such committee need not be members or directors of the organization, the President of the organization shall appoint the members thereof, and each such committee shall have at least one member who is either a director or officer of the organization. The person thereof may remove any member or persons authorized to appoint such member whenever in their sole judgment and discretion the best interests of the organization shall be served by such removal.

Section 3: Term of Office

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the organization and until such member's successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4: Chairman

One member of each committee shall be appointed chairman.

Section 5: Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6: Quorum

Unless otherwise provided in the resolution of the directors designating a committee, a majority of the

whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7: Rules

Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Article X CONFLICT OF INTEREST POLICY

No officer, director or employee of **Courage is Change** Corporation shall have a financial interest, directly or indirectly, in any matter relating to the operations conducted by the corporation, including any contract for furnishing services or supplies to it, unless such matter is disclosed to and approved by a majority of disinterested directors at a meeting of the Board of Directors.

Directors will not receive compensation for their service on the **Courage is Change** Board of Directors. Staff compensation will be determined by a majority of disinterested directors at a meeting of the Board of Directors. Directors who have a financial or family relationship with any staff member will not be eligible to vote on staff compensation.

The minutes of the board meetings at which such votes are taken shall record such disclosures and relationships, the vote of each director (including abstentions), and the rationale for approval.

Article XI INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a)The organization shall indemnify each director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the organization) by reason of the fact that he is or was a director or officer of the organization, or is or was serving at the request of the organization as a director or officer of another organization, corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such said action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the organization, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b)The organization shall indemnify each director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the organization to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the organization, or is or was serving at the request of the organization as a director or officer of another organization, corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the organization and except that no indemnification shall be made in respect of any claim, issue or matter as to which such director or officer shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the organization unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability but in view of all the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c)To the extent that a person who is or was a director, officer, employee or agent of the organization, or any other organization, corporation, partnership, joint venture, trust or other enterprise with which he is or was serving in such capacity at the request of the organization, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) of this article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(d)Any indemnification under paragraphs (a) and (b) of this article (unless ordered by a court) shall be made by the organization only as authorized in the specific case upon determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members.

(e)The indemnification provided by this article shall not be deemed exclusive of any other rights to which a director or officer seeking indemnification may be entitled under any statute, provision in the organizations Articles of Incorporation, bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

(f)The organization shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the organization, or is or was serving at the request of the organization as a director, officer, employee or agent of another organization, corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the organization would have the power to indemnify him or her against such liability under the provisions of this article.

(g)For purposes of this article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the organization" shall include any service as a

director, officer, employee or agent of the organization which imposes duties on, or involves services by such director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the organization” as referred to in this article.

(h)No provision of this article shall be valid or enforceable to the extent that it constitutes or is deemed to constitute an impermissible act of “self dealing” as defined by Section 4941 of the Internal Revenue Code.” The invalidity or the unenforceability of any such provision shall not affect the validity or enforceability of the remaining provisions of this article.

Article XII AMENDMENTS TO ARTICLES OR BYLAWS

The Articles of Incorporation may be amended or these bylaws may be altered, amended or repealed and amended Articles or new or amended bylaws may be adopted two thirds (2/3) of the directors then in office at any regular meeting or at any special meeting, provided that at least five (5) days written notice is given of intention to amend the Articles or to repeal, alter or amend bylaws at such meeting.

Article XIII DISSOLUTION

Section 1: Distribution upon Dissolution

Said organization is organized exclusively for charitable, and/or educational, purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

The above Bylaws were amended, approved and adopted by the Board of Directors this ____ day of _____, 2008.

Secretary, Courage is Change