

**BYLAWS OF
YOUTHPOWER365**

AS AMENDED

JULY 25, 2018

ARTICLE I

Name, Purpose, Offices, and Registered Agent

Section 1.1 Name. The name of the organization shall be YouthPower365. It shall be a 501(c)(3) nonprofit corporation organized under the laws of the State of Colorado.

Section 1.2 Purpose. YouthPower365 is organized exclusively for charitable education purposes. Its mission is to provide year-round extended learning opportunities that empower and educate youth and families of Eagle County from cradle to career. YouthPower365 executes all education initiatives of the Vail Valley Foundation (“VVF”).

Section 1.3 Principal Office. The principal office of YouthPower365 (“Corporation”) and other offices and places of business may be established from time to time by the Board of Directors.

Section 1.4 Registered Agent. The Corporation shall have and continuously maintain in the State of Colorado a registered agent as required by the Colorado Revised Nonprofit Corporation Act (“Act”), and the registered agent may be changed from time to time by the Board of Directors or by the officers of the Corporation.

ARTICLE II

Membership

Section 2.1 Membership. The Corporation will not have voting members. Non-voting membership designations and classifications may be developed by the Board of Directors in recognition of donations or other contributions made by individuals and corporations in support of the charitable purposes of the Corporation. Such membership designations and classifications are not intended to and shall not grant such individuals or corporations the status of voting members under the Act. All voting rights shall be vested in the Board of Directors of the Corporation.

ARTICLE III

Board of Directors

Section 3.1 Selection. The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors of the Corporation shall consist at all times of those individuals who are serving as members of the VVF Board of Directors. The Executive Committee of the VVF shall also serve as the Executive Committee of the Corporation, and is referred to in these Bylaws as the “Executive Committee.”

Section 3.2 Election and Term. The term of each director of the Corporation shall be identical to the term they serve as a director of the VVF. The failure of the Corporation to hold an annual meeting or annually elect directors will not affect the tenure of its directors.

Section 3.3 Responsibilities. The Board of Directors shall provide oversight of the business and charitable affairs of the Corporation. The Board is responsible for approving long-term strategic goals and plans, confirming that adequate financial resources and proper financial controls are in place, and ensuring that programs, events, and initiatives effectively support the mission of the Corporation. The Board shall protect the legal and ethical integrity of the Corporation, enhance the Corporation's public standing, ensure effective governance, and undertake other responsibilities as necessary.

Section 3.3.1 Vail Valley Foundation. The Corporation is affiliated with the VVF, a 501(c)(3) Colorado nonprofit corporation, pursuant to an Affiliation Agreement dated May 21 ,2018. Directors are subject to the bylaws of the Corporation with respect to their service on the Corporation's Board. The Board of Directors of the Corporation intends the Corporation's bylaws to be consistent with the bylaws of the VVF.

Section 3.4 Regular Meetings. Regular meetings of the Board of Directors shall be held during July and December of each year, as specified by the Chair of the Board for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting.

Section 3.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, the Chair of the Board or any combination of at least four directors. The person(s) authorized to call special meetings of the Board of Directors shall specify the time, date, place, and purposes for the special meeting.

Section 3.6 Notice. Notice of the time, date, and place of meetings shall be given to directors by one of the following methods: (a) at least five (5) days prior to the meeting using written notice by first class mail; or (b) at least two (2) days prior to the meeting if by telephone, personal delivery or any form of wire or wireless communication. Notice is deemed effective when sent or delivered by the Corporation to an address provided by a director.

Section 3.7 Quorum, Voting and Proxies. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board, except where a larger number is required by the Act, the articles of incorporation or these bylaws. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting. 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, a director may be deemed to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director 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.

Section 3.8 Resignation, Removal, and Vacancies. A director may resign or be removed only by resigning or being removed from the VVF Board of Directors. A resignation, removal, or any filling of a vacancy on the VVF Board shall have identical effect on the Board of the Corporation.

Section 3.9 Education Committee. The Corporation shall maintain an Education Committee, and various education subcommittees of any size or duration. The Education Committee is a joint committee of the VVF Board of Directors and the Corporation's Board of Directors and shall be governed by an Education Committee charter that outlines its structure, authority, duties and responsibilities. All revisions to the Education Committee charter shall require approval by the Executive Committee. Material business decisions regarding the affairs of the Corporation may be recommended by the Education Committee but will require approval by either the President or the Executive Committee.

Except as otherwise provided by law, the articles of incorporation, these bylaws, or the Education Committee charter, the Education Committee shall be vested with the powers similar to other VVF and Corporation Board Committees with the Board of Directors being responsible for managing the business of the Corporation. A majority of the members of the Education Committee shall constitute a quorum and the vote of the majority of the members present at a meeting at which a quorum is present shall be the act of the Education Committee, except where a larger vote is required by these bylaws. The Education Committee shall meet four or more times during the year, and in its discretion, provide verbal or written reports to the Board during regular Board meetings.

Section 3.10 Chair of the Education Committee. The chair of the Education Committee shall be a director of the Board and serve on the Executive Committee. The election, term, duties and authority of the Education Committee chair shall be set forth in the Education Committee charter, and shall include committee succession planning as a primary duty.

Section 3.11 Waiver of Notice. Any director may waive notice of a meeting at any time in writing. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting solely for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.12 Presumption of Assent. A director who is present at a meeting when a vote on any matter is taken is deemed to have assented to the action taken unless they vote against it or abstain from the action taken, or unless at the beginning of the meeting the director objects to the holding of the meeting or the transacting of specified business at the meeting. Any such dissenting votes, abstentions, or objections shall be entered in the minutes of the meeting.

Section 3.13 Compensation and Reimbursement. Except for the President who receives compensation as an employee of the Corporation, directors shall not be compensated for their service as Board members. Even though expenses of directors are not typically reimbursed, the Chair of the Board or President has the authority to reimburse the reasonable expenses of directors incurred in carrying out special duties on behalf of the Corporation.

Section 3.14 Meetings by Telephone. Members of the Board of Directors, Executive Committee, Education Committee, or any other education subcommittee may participate in a meeting by means of conference telephone or similar communications equipment by which all persons participating

in the meeting can hear each other during the meeting. Such participation shall constitute presence in person at the meeting. However, members of the Board of Directors may not participate in a regular meeting by means of conference telephone or similar communications equipment, because all persons participating in the meeting cannot hear each other as a result of the large number of participants in regular meetings.

Section 3.15 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a quorum of directors agree by majority vote in writing (including any electronic means) to approve such action, provided notice is sent to each director entitled to vote that identifies (a) the proposed action; (b) the time by which a response is required; and (c) that failure to respond will have the same effect as abstaining from the vote and waiving the right to demand that action not be taken without a meeting. Action taken pursuant to this section has the same effect as action taken at a meeting, and all signed written instruments necessary for any action taken pursuant to this section shall be filed with the minutes.

ARTICLE IV

Officers and Agents

Section 4.1 Election and Term. The elected officers of the Corporation shall include a Chair of the Board, President, The Executive Director of YouthPower365, Secretary, and Treasurer, and such other officers as may be determined to be necessary from time to time. Any two or more offices may be held by the same person at the same time. The Chair of the Board, President, Secretary, and Treasurer of the Corporation shall consist at all times of those individuals who are holding that respective office for the VVF. The term of each officer of the Corporation shall be identical to the term they serve as an officer of the VVF. The failure of the Corporation to hold an annual meeting or annually elect officers will not affect the tenure of its officers.

Section 4.2 Powers. The officers of the Corporation shall exercise and perform the respective powers, duties and functions as may be assigned by the Board of Directors, including but not limited to the following:

Section 4.2.1 Chair of the Board. The Chair of the Board of the VVF shall be the Chair of the Board of the Corporation. The Chair of the Board shall preside at all meetings of the Board of Directors, lead the Board and carry out sound and compliant governance functions, and assess the performance of the President, the Board, and its committees. The Chair of the Board shall also set priorities and create agendas for meetings, and strive to ensure directives, policies, and resolutions are carried out, and perform such other duties as the Board of Directors shall designate.

Section 4.2.2 President. The Chief Executive Officer of the VVF shall be the Chief Executive Officer of the Corporation and shall be the President. The President shall, subject to the control of the Board of Directors, have general supervision, direction and control of the affairs and officers of the Corporation (except for the Chair of the Board). Unless some other person is specifically authorized by the Board of Directors, the President shall sign all bonds, deeds, mortgages, leases and contracts of the Corporation. The President may delegate authority to sign documents on behalf of the Corporation to other officers and employees of the

Corporation. The President shall perform all the duties commonly incident to this office and such other duties as the Board of Directors shall designate. The President shall be an employee of the VVF, whose compensation will be determined by the Executive Committee upon recommendation by the VVF Compensation Committee.

The President reports to the Chair of the Board and the Executive Committee, and shall serve as a director and as a member of the Executive Committee. In the absence of the Chair of the Board, the President shall preside at all meetings of the Board of Directors. The President shall serve on the Education Committee and shall serve as the President of the VVF and the Corporation.

Section 4.2.3 Treasurer. The Chief Financial Officer of the VVF shall also be the Chief Financial Officer of the Corporation and shall be the Treasurer. The Treasurer shall oversee the care and custody of the money, funds, valuable papers and documents of the Corporation. The Treasurer shall perform all duties commonly incident to their office and such other duties as may from time to time be assigned by the President, including but not limited to, overseeing the preparation and maintenance of correct and complete books and records of accounts of the Corporation's transactions, which shall be the property of the Corporation, and rendering financial reports and statements of condition of the Corporation when so requested by the Board of Directors or the President. The Treasurer does not serve as a director. The Treasurer shall also serve as the Treasurer of the VVF.

Section 4.2.4 Secretary. The executive assistant to the President of the Corporation shall be the Secretary, and shall keep accurate minutes of all actions taken at meetings of the Board of Directors. The Secretary shall perform all duties commonly incident to their office and such other duties as may from time to time be assigned by the President, including but not limited to, overseeing the giving of notice of meetings of the Board of Directors, and acting as the custodian of all records, reports and minutes of the Corporation. The Secretary does not serve as a director. The Secretary shall also serve as the Secretary of the VVF.

Section 4.2.5 Executive Director. The Executive Director of the Corporation shall direct and oversee the day-to-day operations and education initiatives for the Corporation, and shall perform all duties commonly incident to their position and such other duties as may from time to time be assigned by the President. The Executive Director shall be a Vice President of the VVF and an officer of the Corporation but shall not serve as a director of the Corporation or as an officer of the VVF. The President, in consultation with the Board Chair and Education Committee chair, shall have the authority to hire, terminate, and set compensation for the Executive Director.

Section 4.3 Compensation and Expense Reimbursement. An officer of the Corporation may receive reasonable compensation and reimbursement for expenses for services rendered as an officer.

Section 4.4 Disability. In the event of absence or inability of any officer to act, the Board of Directors may delegate the powers or duties of such officer to any other officer or director.

Section 4.5 Resignation, Removal, and Vacancies of Officers. An officer may resign or be removed only by resigning or being removed in accordance with bylaws and procedures. The Chair of the Board, President, Secretary and Treasurer can resign or be removed only by also resigning or being removed from the VVF in accordance with the VVF bylaws and procedures. A resignation or removal of an officer, or any filling of a vacancy of an officer by the VVF shall have identical effect on the Corporation.

Section 4.5.1 Resignation, Removal, and Vacancy of the Executive Director.
Resignation of the Executive Director shall take effect immediately, unless otherwise specified in the notice, and the acceptance of such resignation shall not be necessary to make it effective. The Executive Director may be removed by the President when in the President's judgment the best interests of the Corporation will be served, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Any vacancy in the office of the Executive Director, however occurring, may be filled by the President in consultation with the Board Chair and Education Committee chair.

Section 4.6 Surety Bonds. The Board of Directors may require any officer or agent of the Corporation to execute to the Corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Corporation.

ARTICLE V

Standard of Care for Officers and Directors, Conflicts of Interest, and Confidentiality

Section 5.1 Standard of Care. Each director shall perform their duties as a director including without limitation, duties as a member of any committee of the Board, and each officer with discretionary authority shall discharge their duties, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director or officer reasonably believes to be in the best interests of the Corporation. In discharging duties, directors and officers shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated in this section. However, the director or officer shall not be considered to be acting in good faith if the director or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A director or officer shall not be liable to the Corporation for any action the director or officer takes or omits to take if, in connection with such action or omission, the director or officer performs duties in compliance with this section.

The designated persons on whom directors and officers are entitled to rely are: (a) one or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountant, or other person as to matters which the director or officer reasonably believes to be within such person's professional or expert competence; or (c) a committee of the Board on which a director does not serve if the director reasonably believes the committee merits confidence.

Section 5.2 Conflicts of Interest. The Corporation prohibits directors from creating an actual conflict of interest, or the appearance of a conflict of interest. Therefore, any transaction or financial relationship with the Corporation in which a director or a party related to a director has a direct or indirect financial interest must be fully disclosed and approved by the Chair of the Board and the President before entering the transaction. Each director shall read and sign a conflict of interest policy provided by the Corporation.

Section 5.3. Confidentiality. Respecting the privacy of the Corporation's donors, officers, staff, volunteers, directors and all deliberations of the Board and its committees is a core value of the Corporation. Each director shall read and sign a confidentiality policy provided by the Corporation

Section 5.4 Procedures for Policies. All policies of the VVF relevant to the Corporation shall have full force and effect with respect to directors in their capacity as directors of the Corporation. Policies will remain in full force and effect unless revisions to a policy require each director to sign a new version.

Section 5.5 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its directors, officers, or its Executive Director. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

ARTICLE VI

Indemnification and Insurance

Section 6.1 Indemnification. The directors shall not be personally liable for the debts, liabilities, and other obligations of the Corporation. The Corporation shall indemnify each person who is or was a director or officer of the Corporation and shall pay or reimburse in advance his or her expenses in accordance with the Corporation's policy on indemnification of directors adopted by the Board. Each director and officer shall read and sign an indemnification policy provided by the Corporation from time to time.

Section 6.2 Insurance. Except as may be otherwise provided by law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or agent) against liabilities, whether or not the Corporation would have the power to indemnify such person against such liability under the Corporation's articles of incorporation or the Act.

Section 6.3 Other Rights and Remedies. The indemnification provided by this article shall be in addition to any other rights which a party may have or hereafter acquire under any law, provision of the Corporation's articles of incorporation or these bylaws, vote of the Board of Directors, agreement or otherwise.

ARTICLE VII

Miscellaneous

Section 7.1 Account Books, Minutes, and Records. The Corporation shall keep correct and complete books and records of account and shall keep a record of the actions of the Board of Directors,

including the actions of any committees that have the authority to act on behalf of the Board of Directors. All books and records of the Corporation may be inspected by any director, or such person's authorized agent or attorney upon reasonable notice, for any proper purpose at any reasonable time as provided in the Act, with the exception of personnel records, donor records and any other records that the Corporation is obligated to keep confidential.

Section 7.2 Banking. All funds of the Corporation shall be deposited in the name of the Corporation in such banks or trust companies or other depositories as the Board of Directors may approve or designate, and may be drawn out only in the manner or manners authorized by the Board of Directors from time to time. Notes and commercial paper, when authorized by the Board, shall be signed in the name of the Corporation by such officers or agents as shall be authorized to do so from time to time.

Section 7.3 Fiscal Year. The fiscal year of the Corporation shall be the same fiscal year as the VVF as established by the VVF Board of Directors and further ratified by the Corporation's Board of Directors.

Section 7.4 Amendments. The Board of Directors shall have the power to alter, amend or repeal these bylaws at any meeting of the Board by a two-thirds (2/3rds) vote of the Board members present at the meeting at which there is a quorum, and provided written notice of the proposed amendment(s) are provided to each director in accordance with these bylaws. If an amendment is made to the VVF bylaws, the Board of Directors should consider making a conforming amendment to these bylaws, for purposes of maintaining the consistency between the VVF bylaws and these bylaws.

Section 7.5 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions of the bylaws, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 7.6 Seal. The Corporation shall have no seal.