

NONPROFIT BYLAWS OF SUPERSTARS WRITING

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Colorado Revised Nonprofit Corporation Act, as amended, and the Articles of Incorporation of Superstars Writing. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Colorado Revised Nonprofit Corporation Act, as amended, said Nonprofit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Organization, these Bylaws shall be the prevailing controlling law.

ARTICLE 1—NAME

The legal name of the Nonprofit Corporation/Organization shall be Superstars Writing, hereafter “Organization.”

ARTICLE 2—PURPOSE

The purpose for which the Nonprofit Organization is formed is set forth in the attached Articles of Incorporation.

The Organization is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding section of any future federal tax code. The Organization shall be operated exclusively

to educate and assist writers and other related professionals on the business and processes of writing, editing, publicizing, and publishing in traditional and independent environments.

In addition, this Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary nonprofit purposes.

The Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit Organization by the laws of the State of Colorado and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Organization. At no time and in no event shall the Organization participate in any activities which are not permitted to be carried out by an Organization exempt under Section 501(c) of the Internal Revenue Code of 1986, as amended (the “Code”), such as certain political and legislative activities.

ARTICLE 3—OFFICES

The principal office of the Organization shall be located at

790 Highway 105 Suite E
Palmer Lake, Colorado 80133

The Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Organization may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 4—DEDICATION OF ASSETS

The properties and assets of the Organization are irrevocably dedicated to and for nonprofit purposes only. No part of the net earnings, properties, or assets of this Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Organization. On liquidation or dissolution, all remaining properties and assets of the Organization shall be distributed and paid over to an Organization dedicated to nonprofit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5—BOARD OF DIRECTORS

General Powers and Responsibilities

The Organization shall be governed by a Board of Directors (the “Board”), which shall have all the rights, powers, privileges, and limitations of liability of directors of a nonprofit corporation organized under the Colorado Revised Nonprofit Corporation Act, as amended. The Board shall establish policies and directives governing business and programs of the Organization and shall delegate to the Executive Director and Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to 15 members, but no fewer than three (3) Board members. The number of Board members may be increased beyond 15 members by the affirmative vote of a simple majority of the then-serving Board of Directors. A Board member need not be a resident of the State of Colorado.

If at any time there are fewer than three (3) members on the Board of Directors, the remaining member or members must appoint additional Board members until there are at least three (3) before any legal actions may be taken by a vote of the Board of Directors.

In addition to regular Board members, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will have the same rights and obligations, including voting power, as the other directors.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to “Contracts Involving Board Members and/or Officers” as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Organization in any other capacity and receiving compensation for services rendered.

Term of Board

All appointments to the Board shall be for a term of two (2) years. Provided that the member is in good standing, the Board of Directors may renew the term of a Board member, by an affirmative vote of a majority of the directors then currently in office.

No person shall serve more than 10 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 2 additional year(s). No Board member shall serve more than 22 consecutive years.

After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 1 year has passed since the conclusion of that Board member’s service.

Vacancies

A vacancy on the Board of Directors may occur under any of the following conditions:

- a. The death, resignation, or removal of any director.
- b. The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year.
- c. An increase in the authorized number of directors.
- d. The failure of the directors, at any annual or other meetings of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5—Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the chair of the Board, the president of the Organization, the secretary of the Organization, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Colorado is first notified, no director may resign when the Organization would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by simple majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or Executive Director. Unless otherwise specified in the notice, the resignation shall take effect when the resignation is received, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of then-serving Board members.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board or any 4 regular Board members may call a special meeting of the Board with Reasonable written notice, or 5 days' notice by email or telephone, provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, telephone, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meetings of the Board.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted, as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Organization

to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivery, email, or fax within 30 business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if all Board members consent in writing to the action so taken. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Organization and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors, the presence of half or more members shall constitute a quorum for transacting business. A Board member shall be considered present at any meeting of the Board if that member is present during the meeting via telephone or web conferencing with the other participating Board members. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board and present at a meeting at which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, whether by physical or electronic means, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present.

At each meeting of any Board Committee, at least half of the members shall constitute a quorum for transacting business. The act of the majority of a Board Committee present at a meeting of a Committee quorum shall be the act of the Board Committee. If a quorum is not present at a meeting, the Board Committee may adjourn until a quorum shall be present. However, a Committee member shall be considered present if that member is present via telephone or web conferencing with the other participating Committee members

Voting

Each Board member shall have only one vote.

Proxy

Members of the Board shall be allowed to vote by written proxy.

Board Member Attendance

An elected Board Member who is completely absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Organization. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the Chair, to have resigned from the Board.

ARTICLE 6—OFFICERS

Officers and Duties

The Board shall elect officers of the Organization, which shall, at a minimum, include a President (Executive Director), a Secretary, and a Treasurer (Chief Financial Officer), as required by Colorado State Law. In addition, the Board shall elect a Chair of the Board. The Board may also elect such other officers as it may designate by resolution. The same person may hold any number of offices, with the exception that a Vice President, if elected, may not simultaneously hold the office of President. In addition to the duties described in this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these Bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Chair of the Board, President, and/or Secretary of the Organization, without bias or predisposition to all rights, if any, of the Organization under any contract to which said officer is a part. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation. Unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance with the herein prescribed Bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

Chair of the Board (Chief Executive Officer)

It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The Chair of the Board is authorized to execute, in the name of the Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Organization, except when the President's signature is required by law.

President (Executive Director)

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Organization, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board of Directors may place the President under a contract of employment where appropriate. The President shall be empowered to act, speak for, or otherwise represent the Organization between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Organization, to execute in the name of the Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Organization, and to negotiate any and all material business transactions of the Organization.

Secretary

The Secretary shall act as secretary at all meetings of the Board of Directors and shall keep the minutes of all such meetings on file in hard copy or electronic format. If the Secretary is unavailable for a given meeting, the Chair of the Board may designate a substitute Secretary to serve for that meeting. The Secretary shall attend to the giving and serving of all notices of the Organization and shall see that the seal of the Organization, affixed to all documents required to be executed on behalf of the Organization, is duly authorized in accordance with the provisions of these Bylaws.

Treasurer (Chief Financial Officer)

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be the custodian of all records and documents of the Organization, which are required to be kept at the principal office of the Organization.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Organization, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Organization.

The Treasurer shall give the Organization a bond, if requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or

under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Organization shall pay the cost of such a bond.

ARTICLE 7—COMMITTEES

Committees of Directors

The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least one (1) director and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve on the specific committee. However, committees exercising any authority of the Board of Directors may not have any nondirector members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a. Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b. Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- c. Fix compensation of the directors serving on the Board or on any committee.
- d. Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws.
- e. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- f. Appoint any other committees of the Board of Directors or their members.
- g. Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Organization otherwise than in the usual and regular course of its business; or revoke any such plan.
- h. Approve any self-dealing transaction, except as provided pursuant to Law.

Unless otherwise authorized by the Board of Directors, no committee shall bind the Organization in a contract or agreement or expend Organization funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7—Committees of these Bylaws, concerning meetings and actions of the directors with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors

or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept for each meeting of any committee and shall be filed with the Organization records. The Board of Directors may adopt rules not consistent with the provisions of these Bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of

- a. directors
- b. directors or employees of the Organization whom the director believes to be reliable and competent in the matters presented, or
- c. counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

Finance Committee

The Finance Committee, if created, shall be responsible for making sure the Organization's financial reports are accurate. It shall also oversee the budget and perform other duties like establishing reserve funds, lines of credit and investments. In the event that the Board should create a Finance Committee, the members of said Finance Committee must comprise less than 50% of the membership of the Audit Committee, and the Chair of the Finance Committee shall not serve on the Audit Committee.

Fundraising Committee

The Board, at its sole discretion, may create a Fundraising Committee which shall ensure and contribute well-planned fundraising initiatives for the Organization. In addition this Committee shall identify potential sources of funds, take an active role in enhancing the Board's awareness of fundraising opportunities, explore opportunities for enhanced public relations and fundraising, and provide an annual review of the performance of the Organization's fundraising plan.

ARTICLE 8—STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In performing the duties of a director, a director 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

- a. One or more officers or employees of the Organization whom the director deems to be reliable and competent in the matters presented.
- b. Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence.
- c. A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8—Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Organization, or assets held by it, are dedicated.

Loans

The Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Colorado Attorney General; provided, however, that the Organization may advance money to a director or officer of the Organization or any subsidiary for expenses reasonably anticipated to be incurred in performing the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Conflict of Interest

The purpose of the Conflict-of-Interest Policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations/Organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors

Not more than 49% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is

1. any person currently being compensated by the Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director.
2. any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person as described above in #1.

However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a. Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b. The Chair of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict-of-Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person

intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a. The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgment of Conflict-of-Interest Policy

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person

- a. Has received a copy of the Conflict-of-Interest Policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy.
- d. Understands that the Organization is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Violation of Loyalty—Self-Dealing Contracts

A self-dealing contract is any contract or transaction

- (i) between this Organization and one or more of its Directors, or between this Organization and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or
- (ii) between this Organization and a corporation, firm, or association of which one or more of its directors are Directors of this Organization. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:
 - a. All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said Interested Director(s));
 - b. All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes,

approves, or ratifies the self-dealing contract in good faith—without counting the vote of the Interested Director(s)—and the contract is just and reasonable as to the Organization at the time it is authorized, approved, or ratified; or

- c. As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Organization at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

Any director, employee, or officer (“Agent”) who is involved in litigation by reason of his or her position with this Organization shall be indemnified and held harmless by the Organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Organization to provide broader indemnification rights).

The Organization shall have the power to purchase and maintain insurance to indemnify any Agent of the Organization against liability arising out of the Agent’s capacity with the Organization, or to give other indemnification to the extent permitted by law.

ARTICLE 9—EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Organization, other Organization instruments or documents, memberships in other Corporations/Organizations, and certificates of shares of stock owned by the Organization shall be executed, signed, and/or endorsed by the President, Chairman of the Board, Treasurer, or Secretary.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Organization, or in special accounts of the Organization, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.

ARTICLE 10—RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Organization. The minutes shall be kept in electronic, written, or typed form, and other books and records shall be kept either in electronic, written, or typed form or in any form capable of being converted into written, typed, or printed form.

Upon leaving office, each director, officer, employee, or agent of the Organization shall turn over to its successor or the Chair of the Board or President, in good order, such Organization monies, books, records, minutes, lists, documents, contracts or other property of the Organization as have been in the custody of such director, officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Organization and any of its subsidiary Corporations/Organizations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Organization shall make these

financial statements available to the Colorado Attorney General and members of the public for inspection no later than 60 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 60 days after the end of the fiscal year of the Organization, which shall contain the following information:

- a. The assets and liabilities, including trust funds, of this Organization at the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c. The expenses or disbursements of the Organization for both general and restricted purposes during the fiscal year.
- d. The information required by the Nonprofit Corporation Act concerning certain self-dealing transactions involving more than \$50,000.00 or indemnifications involving more than \$10,000.00 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Organization that such statements were prepared without audit from the books and records of the Organization.

ARTICLE 11—FISCAL YEAR

The fiscal year for this Organization shall end on December 31.

ARTICLE 12—AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended, or repealed by a simple majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed Bylaw revisions with explanations therefor, is given in accordance with these Bylaws. If any provision of these Bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

ARTICLE 13—CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter an Organization seal. The seal shall be kept at the principal office of the Organization. Failure to affix the seal to any Organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 14—CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Colorado Revised Nonprofit Corporation Act, as amended, from time to time shall govern the construction of these Bylaws.

Singular words connote the plural as well as the singular, and vice versa, and the neuter connotes the masculine and the feminine and vice versa, as may be appropriate.

If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, **Greg Vose**, certify that I am the current elected and acting Secretary of the Organization, and the above Bylaws are the Bylaws of this Organization as adopted by the Board of Directors on **January 19, 2023**, and that they have not been amended or modified since the date above.

EXECUTED on **January 19, 2023** in the County of El Paso in the State of Colorado.

Greg Vose (Duly Elected Secretary)

By: _____



Greg Vose, Secretary

Date: 1/20/2023

Addendum A Founders

Superstars Writing will continue the current practice of paying each of the Organization's participating Founders a \$1000 speaking fee for each day on which

- a. the Founder is present in person and participates in/speaks at the annual Superstars Writing Seminars event.
- b. the Founder is present in person and instructs a minimum of one half-day class at the annual Craft Day held in conjunction with Superstars Writing Seminars.
 - i. If two or more Founders collaborate to teach only one half-day class total, then the Founders involved will split the \$1000 speaking fee for that day.
 - ii. If a single Founder instructs more than one half-day Craft Day course, the speaking fee for that day will remain \$1000.

The current living Founders are

- Kevin J Anderson
- Rebecca Moesta
- James Artimus Owen
- Brandon Sanderson

The title "Founder" is not an elected or appointed position.

The above-named individuals comprise the complete list of eligible Founders.

In the event that a Founder passes away or is unwilling or unable to participate, the Founder will not be replaced, either temporarily or permanently. (Note: Because of scheduling conflicts, Brandon Sanderson rarely participates.)

Any individual Founder may, at any time, choose to waive the right to be paid for speaking/teaching at Superstars Writing, either on a one-time basis or on a permanent basis, by submitting to the Board of Directors a signed letter documenting the choice to waive compensation.

No Founder(s) shall be added in the future.

Background

In 2010 a group of five bestselling authors founded Superstars Writing Seminars, primarily to assist and educate authors in the business of writing. Those Founders included

- Kevin J Anderson
- Eric Flint
- Rebecca Moesta (Anderson)
- Brandon Sanderson
- Dave Wolverton

One Founder was added by invitation in 2012.

- James Artimus Owen

In 2022, two Founders passed away.

- Dave Wolverton (January 2022)
- Eric Flint (July 2022)

Since 2016, Superstars Writing Seminars has paid each Founder \$1000 for each day that the Founder participated in and spoke at the annual Superstars Writing Seminars and Craft Day event. In the years since then, Brandon Sanderson only participated for one day, for which he was paid \$1000.

**Current Colorado State Requirements for
Directors, Officers, Members of a Nonprofit**

Board of Directors Minimum Number: 1

Board of Directors Qualifications:

- Must be a natural person? yes
- Residency requirement? no
- Organization membership required? No

Term: 1 year

Quorum: majority

Committee: minimum 1 director

Officers of the Board (two or more offices may be held by the same person):

- President (required)
- Secretary(required)
- Treasurer(required)
- Other officers as deemed necessary by the Board

Officer Qualifications:

- A natural person, 18 years or older

* **Members:** optional

* **Annual Meeting:** required

* **Quorum:** 1/4 votes