

**BY-LAWS OF THE
FALL INSTITUTE FOR PSYCHIATRIC ADVANCED PRACTICE NURSES,
INC.**

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BYLAWS OF FALL INSTITUTE FOR PSYCHIATRIC ADVANCED PRACTICE NURSES, INC.

ARTICLE ONE: ORGANIZATION

Section 1.1: Formation.

Fall Institute for Psychiatric Advanced Practice Nurses, Inc. was incorporated as a Colorado Nonprofit Corporation on April 25, 2017.

Section 1.2: Name.

In accordance with the creation of this body, the name of the organization shall be “Fall Institute for Psychiatric Advanced Practice Nurses, Inc.” (herein referred to as the “Fall Institute”).

Section 1.3: Jurisdiction.

Fall Institute’s area of jurisdiction shall not be confined to any one municipality or county.

Section 1.4: Non-Political.

Fall Institute shall be non-profit, nonpartisan, and nonsectarian and shall take no part in or lend its influence or facilities to the promotion of any candidacy for office, nor shall any meeting of a political nature whatsoever be held by or under the control of the organization.

Section 1.5: Registered Agent.

The Board of Directors may change the address of the registered office and registered agent of Fall Institute required by the Colorado Secretary of State from time to time. At the time that this Agreement is entered into, the Registered Agent is the Fall Institute for Psychiatric Advanced Practice Nurses, Inc. at 4155 E. Jewell Ave, Suite 225, Denver, CO 80222.

Section 1.6: Existence.

Fall Institute shall exist in perpetuity, from the date of filing of the Articles of Incorporation with the Secretary of State for the State of Colorado, unless dissolved according to law or these Bylaws.

ARTICLE TWO: PURPOSE AND OBJECTIVES

Section 2.1: Purpose.

Fall Institute shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended or succeeded for similar purpose from time to time (herein referred to as the “Code”). These purposes include, but are not limited to, the following:

- a. To advance and promulgate the body of knowledge regarding advanced psychiatric nursing to allow the public to learn about psychiatric nursing and to disseminate this body of knowledge in a manner that qualifies as charitable purposes under Section 501(c)(3) of the Internal Revenue Code;
- b. To conduct activities to achieve charitable and educational objectives within the State of Colorado, including: providing services such as conventions, student

- outreach, workshops, showcases and lectures, and community education regarding psychiatric nursing.
- c. In fulfilling this purpose, Fall Institute shall support or conduct such other or further activities that may be desirable to promote the arts and to do and engage in any lawful activities that further or are consistent with the preceding objects and purposes of Fall Institute.

ARTICLE THREE: DIRECTORS

Section 3.1: Board of Directors.

Fall Institute shall be governed by the Board of Directors, comprised of a minimum of one director and a maximum of ten directors, all having voting privileges and all responsible for its finances and direction of its affairs.

Section 3.2: Qualifications of Directors.

The number of Directors constituting the initial Board of Directors of this corporation is five (5); provided, however, that the Board of Directors may, at any meetings duly called according to notice, increase the number of such Directors to as many as ten (10), and may decrease the number of such Directors to as few as one (1). Any action of the board of directors to increase or decrease the number of directors, whether expressly by resolution or impliedly by the election of additional directors, shall constitute an amendment of these bylaws effecting such increase or decrease. Directors shall be elected at each annual meeting of the members; provided that if for any reason said annual meeting or adjournment thereof is not held, or directors are not elected thereat, then directors may be elected at any special meeting of the members called and held for that purpose. The term for each director shall begin immediately on election and shall continue until the date set under these bylaws for the next annual meeting of the members and thereafter until his successor shall have been elected and qualified, or until his earlier death, resignation or removal. Directors must be at least twenty-one years old and must be at least part-time residents of Colorado.

Section 3.3: Terms of Office.

Except as hereafter provided, the Board of Directors shall be elected by a majority vote of voting members of the existing Board of Directors to serve a term of three (3) years and until their successors shall be elected and confirmed by a majority vote of the Board of Directors at the last meeting of the calendar year. The term of office shall commence on the first meeting of the calendar year. The terms of directors shall be staggered. Initial Board members shall serve staggered terms of one, two, and three years. Thereafter, Board members shall serve three-year terms with approximately half of the Directors elected at each annual meeting. Each director shall hold office until the annual meeting when his/her term expires and until his/her successor has been elected and qualified.

Section 3.4: Compensation.

Directors shall not be compensated by Fall Institute for their service on the Board of Directors.

Section 3.5: Re-Election.

Directors may be re-elected to the Board of Directors.

Section 3.6: Vacancies On The Board.

Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and thereafter until his successor shall have been duly elected and qualified. A vacancy shall be deemed to exist in the event of the death, resignation or removal of any director, or if there are newly created directorships in any class resulting from any increase in the number of directors. Any directorship to be filled by reason of an increase in the number of directorships shall be filled by the affirmative vote of a majority of the directors then in office or by an election at a meeting of the directors called for that purpose, and a director so chosen shall hold office until the next election of directors of the class for which such director was chosen, and thereafter until his successor shall have been elected and qualified.

Section 3.7: Nomination of Directors.

Subject to the provisions of the articles of incorporation of the corporation, nominations for the election of directors may be made by the board of directors or by any member entitled to vote for the election of directors. Such nominations shall be made by notice in writing, and shall be deemed given if given personally or mailed by first class United States mail, postage prepaid, to the Secretary of the corporation not less than ten (10) days, nor more than sixty (60) days, prior to any meeting of the members called for the election of directors; provided, however, that if less than twenty-one (21) days' notice of the meeting is given to members, such written notice shall be delivered or mailed, as prescribed, to the Secretary of the corporation not later than the close of the seventh day following the day on which notice of the meeting was mailed to members. Notice of nominations that are proposed by the board of directors shall be given by the chairman or President on behalf of the board. Each such notice shall set forth (i) the name, age and business address of each nominee proposed in such notice; and (ii) the principal occupation or employment of each such nominee. The chairman of the meeting may, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if the chairman makes such a determination and declares it to the meeting, the defective nomination shall be disregarded.

Section 3.8 Resignation of Directors.

Any director may resign at any time by giving written notice to the president or to the secretary of the corporation. The resignation of a director shall take effect at the time specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.9 Removal of Directors.

As provided in the Articles of Incorporation of the corporation, any director or the entire board of directors may be removed from office at any time, but only for cause. The removal of a Director shall require a vote of a majority of the remaining members of the Board of Directors and, in addition, a vote of the holders of a majority of the voting

power of the corporation at a meeting of the members of the corporation called for that purpose.

ARTICLE FOUR: MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1: Meetings.

The Board of Directors shall hold regular meetings once each year at such time and place as designated and provide notice to Board of Directors at least three (3) days in advance of the meeting by any appropriate means including electronic communication. The President may call additional special or emergency meetings as necessary or by any three (3) Board officers with at least 48 hours advance notice. Unless otherwise agreed to by the majority of the Board of Directors, the annual meeting will be held on the first Monday of the month of March, unless such day is a legal holiday in which case it will be held the first Tuesday of March.

Section 4.2: Quorum.

A majority of Directors shall constitute a quorum for the transaction of business by the Board of Directors. If a quorum is present, action on all matters is approved if the votes cast favoring the action exceed the votes cast opposing the action by 51% or greater, unless the vote of a greater proportion is required by law, by the Articles of Incorporation, and/or by these Bylaws. In an election of directors, that number of candidates equaling the number of directors to be elected, having received votes favoring their appointment of at least 51% of members or greater, are elected to the Board of Directors. If there are more candidates than number of directors to be elected, then the number of candidates necessary to fill the seats available receiving the highest number of votes shall be elected. If a quorum is present, action to dissolve Fall Institute, merge Fall Institute with another entity, or to file for bankruptcy is approved if the votes cast favoring the action exceed the votes cast opposing the action by 70% or greater.

Section 4.3: Absences And Removal.

Any Director who is absent without approved excuse from three (3) consecutive Board meetings, or is guilty of any willful act or misconduct detrimental to the interest or purpose of Fall Institute may, by two-thirds majority vote by the Board of Directors, be removed from position and/or office and said position and/or office shall be declared vacant. No officer shall be removed except after notice specifying the cause and a meeting before full Board if so requested. Any position and/or office shall be deemed vacant when person holding the same shall have died, resigned, moved from the State of Colorado, or have been removed from office.

Section 4.4: Meetings By Telecommunications.

Any or all of the Directors may participate in a meeting by, or the meeting may be conducted through the use of, any means of communication by which all persons participated in the meeting may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.5: Notice Of Informal Action By Directors.

An action may be approved by at least 51% of the Board via electronic communication and will be treated as if approved at a meeting of the Board of Directors. If such action is approved via electronic mail, recording of such approval will be made in the next meeting minutes of the Board of Directors. Notice of such voting by electronic mail must be sent to all Directors prior to a vote being cast on the matter. Such notice shall contain or be accompanied by all the same material, if any, that would have been required under Colorado law to be given to Directors in or with a notice of the meeting at which such action would have been submitted to the Directors.

Section 4.6: Notice Of Meeting.

Except as otherwise prescribed by statute, written notice of each meeting of the members, stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, either personally or by first class, certified or registered mail, by or at the direction of the president, or the secretary, or the officer or person calling the meeting, to each member of record entitled to vote at such meeting. Notice may also be given by electronic mail and/or facsimile if it can be verified that such notice was received. If mailed, such notice shall be deemed to be given when deposited in the United States mail, addressed to each member, at his address as it appears on the membership records of the corporation, with postage thereon prepaid, but if three successive notices mailed to the last known address of any member of record are returned as undeliverable, no further notices to such member shall be necessary until another address for such member is made known to the corporation. If requested by a person or persons, other than the corporation, lawfully calling a meeting, the secretary shall give notice of such meeting at the expense of the corporation. Any member may waive notice of any meeting before, at or after such meeting. The attendance in person or by proxy of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.7: Presumption of Assent.

A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE FIVE: DUTIES

Section 5.1 Number and Qualifications.

The officers of the corporation shall be a president, a secretary, and a treasurer. The board of directors may also elect or appoint such vice presidents and other officers, assistant officers and agents, including a chairman of the board, a controller, assistant secretaries, and assistant treasurers, as they may consider necessary. Any person may hold more than

one office. All officers must be at least twenty-one years old.

Section 5.2 Election and Term of Office.

The officers of the corporation shall be elected by the board of directors annually at the first meeting of the board held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be conveniently possible. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation or removal.

Section 5.3 Salaries.

The salaries of the officers shall be as fixed from time to time by the board of directors. No officer shall be prevented from receiving a salary by reason of the fact that he is also a director of the corporation. However, during any period, if any, in which the corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code of 1986, as amended, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under Section 4941 of the Internal Revenue Code.

Section 5.4 Removal.

Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 5.5 Vacancies.

Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the president or to the board of directors. An officer's resignation shall take effect at the time specified therein; the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

Section 5.6 Authority and Duties of Officers.

The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the board of directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

Section 5.6.1: President.

The general duties of Fall Institute's President are:

- a. The President shall schedule, preside, and prepare agenda for all regular, special and emergency meetings of Fall Institute, and shall sign all organization documents and contracts.
- b. The President may appoint such committees as the work of Fall Institute may require.

- c. The President shall guide and direct the efforts of Fall Institute's Board and committees in their efforts, and may solicit advice and assistance in these endeavors.
- d. The President shall promulgate and publish such orders and directives as may be necessary to promote the purpose of Fall Institute.
- e. The President shall perform other duties as will promote the purpose of Fall Institute or which are required by the office.

Section 5.6.2: Secretary.

The general duties of the Secretary are:

- a. The Secretary shall be responsible for accurate minutes reflecting actions taken by Fall Institute when meeting in regular meetings. The Secretary shall verify and authenticate all the records of Fall Institute.
- b. The Secretary shall perform such other duties as assigned by Fall Institute's Board of Directors.

Section 5.6.3: Treasurer.

The general duties of the Treasurer are:

- a. The Treasurer shall be responsible for the safeguarding of all funds received by Fall Institute and for their proper disbursement. Such funds shall be kept on deposit in financial institution or in a manner approved by the Board of Directors. The Treasurer shall provide a financial report when requested by Board and shall, with input from the Board, prepare the annual budget. The budget shall be a line item budget.

Section 5.7 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 his duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

ARTICLE SIX: MEMBERS

Section 6.1 Memberships.

Membership in the corporation shall consist of regular members and associate members. The corporation shall have only one class of voting members, which shall be regular members. Associate members shall not be eligible to vote. In all other respects the rights and obligations of regular members and associate members shall be identical.

- (a) Regular members shall consist of individuals who apply for, and are accepted to, regular membership by the board of directors. The board of directors shall have sole discretion in determining whether or not a particular individual shall be

- accepted as a regular member of the corporation.
- (b) Associate members shall consist of individuals who apply for, and are accepted to, associate membership by the board of directors. The board of directors shall have sole discretion in determining whether or not a particular individual shall be accepted as an associate member of the corporation.

Section 6.2 Qualification, Privileges and Election of Members.

New members may be elected to membership at any time by resolution of the board of directors.

Section 6.3 Applications for Membership.

Applications for membership in the corporation shall be in writing, and shall be made on a form prescribed by the Board of Directors, and shall be filed with the corporation. Notwithstanding the foregoing, applicants who are identified in the articles of incorporation of the corporation or the Organizational Consent of Director shall not be required to submit written applications for membership in the corporation.

Section 6.4 Membership Contributions.

The board of directors may establish such membership periodic contributions, initiation fees and other assessments, and such rules and procedures for the manner and method of payment, the collection of delinquent contributions, fees and assessments, and the proration or refund of dues and assessments in appropriate cases as the board of directors may deem necessary or appropriate. Unless otherwise provided by rules adopted for this purpose by the board of directors, a member whose financial obligations to the corporation are delinquent for more than 60 days shall be suspended as a member, and a member whose financial obligations are delinquent for more than 180 days shall be terminated as a member.

Section 6.5 Suspension and Termination of Membership.

The board of directors may suspend or expel any member for cause. Any member that is suspended shall remain so until reinstated by the vote of a majority of all members entitled to vote thereon. During any period of suspension a member shall not be entitled to exercise any of the rights and privileges of membership, including without limitation the right to vote.

Section 6.6 Transfer of Membership.

Membership in the corporation is nonassignable and nontransferable. Members shall not have equitable or ownership rights or interests of any kind in the assets of the corporation.

Section 6.7 Annual Meetings.

The annual meeting of the membership, if any, of the corporation shall be held on the first Monday of the month of March of each year, or on such other date as may be determined by the board of directors, beginning with the year 2018, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be

held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the board of directors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently may be. Failure to hold an annual meeting as required by these Bylaws shall not invalidate any action taken by the board of directors or officers of the corporation.

Section 6.8 Special Meetings.

Special meetings of the members of the corporation, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or the board of directors, and shall be called by the president at the request of the holders of not less than one-tenth of all of the members of the corporation entitled to vote at the meeting.

Section 6.9 Place of Meeting.

Each meeting of the members of the corporation shall be held at such place, either within or outside Colorado, as may be designated in the notice of meeting, or if no place is designated in the notice, at the principal office of the corporation in the Denver, Colorado area.

Section 6.10 Notice of Meeting.

Except as otherwise prescribed by statute, written notice of each meeting of the members, stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, either personally or by first class, certified or registered mail, by or at the direction of the president, or the secretary, or the officer or person calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, addressed to each member, at his address as it appears on the membership records of the corporation, with postage thereon prepaid, but if three successive notices mailed to the last known address of any member of record are returned as undeliverable, no further notices to such member shall be necessary until another address for such member is made known to the corporation. If requested by a person or persons, other than the corporation, lawfully calling a meeting, the secretary shall give notice of such meeting at the expense of the corporation. Any member may waive notice of any meeting before, at or after such meeting. The attendance in person or by proxy of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.11 Determination of Members.

For the purpose of determining members entitled to notice of or to vote at any meeting of the members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the board of directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than sixty days nor less than ten days before the date set for the meeting at which the particular action requiring such determination of members is to be taken. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of the members, the date on which the resolution of the board of directors directing that such meeting be held, or that such other action be taken, is adopted, as the case may be,

shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of the members has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 6.12 Voting Record.

The officer or agent having charge of the membership records of the corporation shall make, at least ten days before each meeting of the members, a complete record of the members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of each. For a period of ten days before such meeting, this record shall be kept on file at the principal office of the corporation, whether within or outside Colorado, and shall be subject to inspection by any member for any purpose germane to the meeting at any time during usual business hours. Such record shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member for any purpose germane to the meeting during the whole time of the meeting. The original membership records shall be prima facie evidence as to the identity of the members entitled to examine such records or to vote at any meeting of the members.

Section 6.13 Proxies.

At each meeting of the members, a member may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. If a proxy designates two or more persons to act as proxies, a majority of such proxies present at the meeting, or, if only one is present, then that one, shall have and may exercise all of the powers conferred by such written instrument upon all of the proxies so designated, unless the written proxy otherwise specifies. No proxy shall be valid after six months from the date of its execution, unless otherwise provided in the proxy, but in no case shall a proxy remain in force for longer than seven years from the date of execution. Any written consent or proxy may be revoked by the member, a transferee or the member's personal representative prior to the time that written consents of the number of members required to authorize any proposed action have been filed with the secretary of the corporation, but may not do so thereafter. Subject to the foregoing, any proxy duly executed is not revoked and continues in full force and effect until an instrument revoking it or a duly executed proxy bearing a later date is filed with the secretary of the corporation.

Section 6.14 Quorum.

Except as otherwise required by the laws of Colorado or by the articles of incorporation, fifty percent (50%) of the members, represented in person or by proxy, shall constitute a quorum at each meeting of the members, and the affirmative vote of a majority of the members represented at a meeting at which a quorum is present and entitled to vote on the subject matter shall be the act of the members, except for the election of directors, which shall be by plurality. If less than a quorum of the members is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time for a period not to exceed thirty days at any one adjournment without further notice other than an announcement at the meeting. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted that might have been transacted at the meeting as originally notified.

Section 6.15 Voting of Members.

Each member entitled to vote may cast one vote on each matter submitted to a vote of the members at a meeting thereof or pursuant to Section 3.19 of these Bylaws. In the election of directors each member entitled to vote at such election shall have the right to vote for as many persons as there are directors to be elected, and for whose election he has the right to vote. Cumulative voting shall not be permitted.

Section 6.16 Voting by Certain Holders.

A membership owned by another corporation may be voted by such officer, agent or proxy as the bylaws of such corporation may prescribe, or in the absence of such provision, as the board of directors or similar governing body of such corporation may determine. A membership owned by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such membership into his name. A membership standing in the name of a director may be voted by him, either in person or by proxy, but no director shall be entitled to vote a membership held by him without a transfer of such membership into his name. A membership standing in the name of a receiver may be voted by such receiver, and a membership held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do is contained in an appropriate order of the court by which such receiver was appointed. A member whose membership may be pledged shall be entitled to vote such membership until the membership has been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the membership so transferred.

Section 6.17 Committees.

By vote of a majority of the members entitled to vote thereon, the members at any time and from time to time may establish one or more committees of members for any appropriate purposes and dissolve any such committee. The members of any such committee shall elect a chairperson who shall preside at all meetings of the committee and generally supervise the conduct of the committee's affairs. Rules governing procedures for meetings of any such committee and for the conduct of such committee's affairs shall be as established by the committee.

Section 6.18 Votes by Mail.

If so determined by the board of directors, voting on any matters submitted to a vote of the members may be conducted by mail. Any matter submitted to the members for a vote by mail shall be mailed to each member. The mailing shall set forth the date by which ballots are required to be returned. On any such matter the number of ballots returned shall be considered in determining the presence of a quorum, and the decision of a majority of the members voting on the question shall be the decision of the members.

Section 6.19 Action without a Meeting.

Any action required or permitted to be taken at a meeting of the members or any committee thereof may be taken without a meeting and without notice if authorized by a consent in writing, setting forth the action so taken, signed by members holding at least a majority of the voting power of the corporation with respect to the subject matter thereof; provided, however, that if any greater proportion of the voting power would be required for such action at a meeting, then such greater proportion of written consents shall be

required. Such consent (which may be signed in counterparts) shall have the same force and effect as a vote of the members at a meeting of the members duly called for such purpose, according to notice, and may be stated as such in any articles or document filed with the office of the Secretary of State of Colorado, pursuant to the corporation laws of the State of Colorado, or with any other governmental agency.

ARTICLE SEVEN: TERMINATION

Section 7.1 Involuntary Termination.

The membership of any member (whether such member is a regular or associate member) may be terminated by the corporation if the member:

- a. Is in violation of these Bylaws or any lawful rule or practice duly adopted by the corporation; or
- b. Participated in, or is involved in, any conduct prejudicial to the interests of the corporation.

Upon the complaint of any member, the board of directors shall review the membership status of any member. The member complained of shall be afforded an opportunity to examine all the information considered by the board of directors and to comment thereon. If the board of directors determines that the complained-of member's membership should be terminated, it shall prepare a report setting forth its recommended decision, and shall send the report by registered or certified mail to the complaining member, to the complained-of member and to each member of the board of directors. The complaining and complained-of members shall be afforded the opportunity to file a response to the report within such period of time as the board of directors may provide in each case. The board of directors shall review the report and any responses thereto, and shall make a final decision respecting the complained-of matter.

Section 7.2 Review of Decision of Board of Directors.

Any member that shall deem itself aggrieved by the decision of the board of directors to terminate its membership shall have the right to have such action reviewed de novo by an independent arbitrator, under the Commercial Arbitration Rules of the American Arbitration Association; provided that the right to arbitrate shall be exercised within 30 days of the decision of the board of directors.

Section 7.3 Voluntary Suspension, Resignation and Reinstatement of Membership.

Any member may, by written notice to the board of directors, voluntarily suspend for a fixed or indefinite period of time, or may terminate its membership in the corporation. A voluntary suspension or resignation shall be effective on the date designated by the member, provided that all obligations of the member to the corporation have been fulfilled to the date of voluntary suspension or termination. All rights, privileges and interests of such member in or to the corporation shall cease upon the suspension or termination date.

ARTICLE EIGHT: AMENDMENTS TO BY-LAWS

Section 8.1: Amendment.

The by-laws for Fall Institute shall be amended in accordance with the following procedures:

- a. All Board members shall be furnished with a copy of the proposed amendments to the by-laws at least 30 days prior to the changes being first considered.
- b. Adoption, amendment, or repeal of the by-laws must be approved by a two-thirds majority vote of the Board of Directors.

ARTICLE NINE: CONFLICT OF INTEREST

Section 9.1: Conflicts.

Inasmuch as the Board of Directors may be persons of various business interests, and are likely to be connected with other entities with which from time to time Fall Institute may have business dealings, no contract or other transaction between this Board and any other entity shall be affected by the fact that the Directors of this Board are interested in or are Directors or Officers of such other entities. At any meeting of Fall Institute, making, authorizing or confirming any transaction or contract, there shall be present a quorum of Directors not so interested and any Director individually may be a party to, or may be interested in, any contract or transaction of Fall Institute, provided that the conflict of interest is known or disclosed to the Directors and that such contract be ratified by the affirmative vote of at least a majority of Directors not so interested.

ARTICLE TEN: DISSOLUTION

Section 10.1: Dissolution.

Dissolution may be authorized by a majority of the directors of Fall Institute or under any other legal means authorized by C.R.S. §§ 7-134-101 et. seq. or any Colorado Revised Statute that is adopted that is meant to replace such section.

Section 10.2: Distributions.

Upon any liquidation, dissolution, or winding up of Fall Institute, the assets owned or held by Fall Institute shall be used first to pay all creditors of Fall Institute. If any assets owned or held by Fall Institute remain after paying all the creditors, the remaining assets shall be distributed by the Board of Directors for one or more exempt purposes under § 501(c)(3) of the Code and C.R.S. § 7-134-105, assuming that the nonprofit corporation obtains § 501(c)(3) status. Any of such assets not so disposed of shall be disposed of by the District Court for Denver County, exclusively for such exempt purposes or to such organization or organizations, which are organized and operated exclusively for such exempt purposes, as such Court shall determine. If Fall Institute does not obtain § 501(c)(3) status, the remaining assets shall be distributed by the Board of Directors in accordance with the objectives and purposes herein.

ARTICLE ELEVEN: POWERS

Section 11.1: Powers.

Powers. In furtherance of the purposes set forth above, this corporation shall have all of the powers of nonprofit corporations that are now or hereafter may be authorized and granted by law, and all powers necessary and convenient for the accomplishment of its purposes, including without limitation the following powers:

- a. To make donations, and lend financial and other support, in keeping with corporate purposes, to organizations that qualify as corporations or foundations organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or for the prevention of cruelty to animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of subsequent federal income tax laws. No substantial part of the activities of the corporation shall consist of participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.
- b. In any year in which the corporation may be treated for federal income tax purposes as a private foundation, (i) the corporation shall not engage in any act of self dealing, as defined in Section 4941 of the Internal Revenue Code of 1986, or the corresponding provisions of subsequent federal tax laws; (ii) the corporation shall distribute its income for such taxable year at such time so as not to become subject to tax under Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; (iii) the corporation shall not retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; (iv) the corporation shall not make any investment so as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; and (v) the corporation shall not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws.

Section 11.2: Restriction On Powers.

Notwithstanding any other provisions of these Bylaws, the powers of Fall Institute are restricted as follows:

- a. Fall Institute shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or by an organization the contributions to which are deductible under Sections 170, 642, 2055 or 2522 of the Code.
- b. No part of the net earning of Fall Institute shall inure to the benefit of any member, director, or officer of Fall Institute or any other private individual whatsoever (except that reasonable compensation may be paid for, and reimbursement may be made for reasonable expenses incurred in connection with, services rendered to or for Fall Institute affecting one or more of its objectives and

purposes and except that payments may be made to a private individual other than a director or officer of Fall Institute in furtherance of the objectives and purposes set forth in Article 2), and no director or officer of Fall Institute or any other private individual whatsoever shall be entitled to share in the distribution of any of the corporate assets on dissolution of Fall Institute.

- c. No substantial part of Fall Institute's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and Fall Institute shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- d. Fall Institute shall make no loans to any director or officer of Fall Institute. Any director or elected officer who assents to or participates in the making of any such loan shall be liable to Fall Institute for the amount of such loan until it is repaid.

ARTICLE TWELVE: NONDISCRIMINATION POLICY

Section 12.1: Nondiscrimination.

Fall Institute shall make itself available to all persons regardless of race, color, creed, national origin, sex, sexual orientation, or handicap, and Fall Institute shall not in any way discriminate against any person on the basis of race, color, creed, national origin, sex, sexual orientation, or handicap.

ARTICLE THIRTEEN: INDEMNIFICATION

Section 12.1: Definitions.

For purposes of this Article VII, the following terms shall have the meanings set forth below:

- a. Action. Any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative;
- b. Derivative Action. Any action by or in the right of the corporation to procure a judgment in its favor;
- c. Third Party Action. Any Action other than a Derivative Action; and
- d. Indemnified Party. Any person who is or was a party or is threatened to be made a party to any Action by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including, without limitation, any employee benefit plan of the corporation for which any such person is or was serving as director, plan administrator or other fiduciary.

Section 12.2: Third Party Actions.

The corporation shall indemnify any Indemnified Party against expenses (including attorneys' fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by him in connection with any Third Party Action if, as determined pursuant to 12.5 below, he acted in good faith and in a manner he reasonably

believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal Action, had no reasonable cause to believe his conduct was unlawful. The termination of any Third Party Action by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that the Indemnified Party 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 corporation, or with respect to any criminal Action, a presumption that the Indemnified Party had reasonable cause to believe that his conduct was unlawful.

Section 12.3: Derivative Actions.

The corporation shall indemnify any Indemnified Party against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of any Derivative Action if, as determined pursuant to Section 12.5 below, he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person is or has been adjudged to be liable for gross negligence or intentional misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such Action was brought determines upon application that, despite the adjudication of liability and in view of all circumstances of the case, such Indemnified Party is fairly and reasonably entitled to indemnification for such expenses as such court deems proper. If any claim that may be made by or in the right of the corporation against any person who may seek indemnification under this Article Twelve is joined with any claim by any other party against such person in a single Action, the claim by or in the right of the corporation (and all expenses related thereto) shall nevertheless be deemed the subject of a separate and distinct Derivative Action for purposes of this Article Twelve.

Section 12.4: Success on Merits or Otherwise.

If and to the extent that any Indemnified Party has been successful on the merits or otherwise in defense of any Action referred to in Section 12.2 or 12.3 of this Article Twelve, 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 in connection therewith without the necessity of any determination that he has met the applicable standards of conduct set forth in Sections 12.2 or 12.3.

Section 12.5: Determination.

Except as provided in Section 12.4, any indemnification under Sections 12.2 or 12.3 (unless ordered by a court) shall be made by the corporation only upon a determination that indemnification of the Indemnified Party is proper in the circumstances because he has met the applicable standards of conduct set forth in said Sections 12.2 or 12.3. Any indemnification under Section 12.4 of this Article Twelve (unless ordered by a court) shall be made by the corporation only upon a determination by the corporation of the extent to which the Indemnified Party has been or would have been successful on the merits or otherwise. Any such determination shall be made (a) by a majority vote of a quorum of the whole board of directors consisting of directors who are not or were not parties to the subject Action; or (b) upon the request of a majority of the directors who are not or were not parties to such Action, or if there be none, upon the request of a

majority of a quorum of the whole board of directors, by independent legal counsel (which counsel shall not be the counsel generally employed by the corporation in connection with its corporate affairs) in a written opinion; or (c) by the members of the corporation at a meeting called for such purpose.

Section 12.6: Payment in Advance.

Expenses (including attorneys' fees) or some part thereof incurred by an Indemnified Party in defending any Action, shall be paid by the corporation in advance of the final disposition of such Action if a determination to make such payment is made on behalf of the corporation as provided in Section 12.5; provided, that no such payment may be made unless the corporation shall have first received a written undertaking by or on behalf of the Indemnified Party to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this Article Twelve.

Section 12.7: Other Indemnification.

The indemnification provided by this Article Twelve shall not be deemed exclusive of any other rights to which any Indemnified Party or other person may be entitled under the articles of incorporation, any agreement, bylaw (including without limitation any other or further Section or provision of this Article Twelve), vote of the members or disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 12.8 Period of Indemnification.

Any indemnification pursuant to this Article Twelve shall continue as to any Indemnified Party who has ceased to be a director, officer, employee, or agent of the corporation, or at the request of the corporation, was serving as and has since ceased to be a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including, without limitation, any employee benefit plan of the corporation for which any such person served as director, plan administrator or other fiduciary, and shall inure to the benefit of the heirs and personal representatives of such Indemnified Party. The repeal or amendment of this Article VII or of any Section or provision thereof which would have the effect of limiting, qualifying, or restricting any of the powers or rights of indemnification provided or permitted in this Article VII shall not, solely by reason of such repeal or amendment, eliminate, restrict, or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 12.9: Insurance.

By action of the board of directors, notwithstanding any interest of the directors in such action, the corporation may purchase and maintain insurance, in such amounts as the board may deem appropriate, on behalf of any Indemnified Party against any liability asserted against him and incurred by him in his capacity of or arising out of his status as an Indemnified Party, whether or not the corporation would have the power to indemnify him against such liability under applicable provisions of law.

Section 12.10: Right to Impose Conditions to Indemnification.

The corporation may impose, as conditions to any indemnification provided or permitted in this Article Twelve, such reasonable requirements and conditions as to the board of directors or members may appear appropriate in each specific case and circumstance, including but not limited to any one or more of the following:

- a. that any counsel representing the person to be indemnified in connection with the defense or settlement of any Action shall be counsel mutually agreeable to the person to be indemnified and to the corporation;
- b. that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated, or threatened against the person to be indemnified; and
- c. that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writing and do everything necessary to assure such rights of subrogation to the corporation.

ARTICLE THIRTEEN: MISCELLANEOUS

Section 13.1: Waivers of Notice.

Whenever notice is required by law, by the articles of incorporation, or by these Bylaws, a waiver thereof in writing signed by the director, member, or other person entitled to said notice, whether before or after the time stated therein, or his appearance at such meeting in person or (in the case of a members' meeting) by proxy, shall be equivalent to such notice.

Section 13.2: Voting of Securities by the Corporation.

Unless otherwise provided by resolution of the board of directors, on behalf of the corporation, the president or any vice-president shall attend in person or by substitute appointed by him, or shall execute written instruments appointing a proxy or proxies to represent the corporation at all meetings of the members of any other corporation, association, or other entity in which the corporation holds any stock or other securities, and may execute written waivers of notice with respect to any such meetings. At all such meetings and otherwise, the president or any vice president, in person or by substitute or proxy as aforesaid, may vote the stock or other securities so held by the corporation and may execute written consents or any other instruments with respect to such stock or securities and may exercise any and all rights and powers incident to the ownership of said stock or securities, subject, however, to the instructions, if any, of the board of directors.

Section 13.3: Conveyances and Encumbrances.

Subject to any limitations set forth in the Bylaws, property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in

the manner prescribed by applicable statute.

Section 13.4: Designated Contributions.

The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control of any such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the corporation shall retain complete control over all donated funds (including designated contributions) and shall exercise unlimited discretion as to their use so as to insure that such funds will be used to carry out the corporation's tax-exempt purposes.

Section 13.5: Loans to Directors and Officers Prohibited.

The corporation shall not make any loan to any of its officers or directors. 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 the repayment thereof.

Section 13.6: Seal.

The corporate seal of the corporation, if one is used, shall be circular in form and shall contain the name of the corporation, the year of its organization, and the words, "Seal, Colorado."

Section 13.7: Fiscal Year.

The fiscal year of the corporation shall be as determined by the board of directors.

Section 13.8: Internal Revenue Code.

All references in these bylaws to the provisions of the Internal Revenue Code are to the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 13.9: Amendments.

Subject to repeal or change by action of the members, the power to alter, amend, or repeal these Bylaws shall be vested in the board of directors.

Section 13.10: Severability.

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

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These Bylaws are adopted this ____ day of April, 2017.

Cameron-k Garrett, President

Attest:

Mary Schuchman, Secretary

I hereby certify that the forgoing was subscribed and sworn to before me this _____
day of _____, 2017.

Witness my hand and official seal.

My Commission expires: _____.

Notary Public