

BYLAWS OF THE
IDALIA VISION FOUNDATION, INCORPORATED
A COLORADO NON-PROFIT ORGANIZATION

ARTICLE ONE

OFFICES

The principal office of the corporation in the State of Colorado shall be located at 33999 County Road 11, Idalia, Colorado 80735, County of Yuma, State of Colorado. The corporation may also have offices at such other places within or without the State of Colorado as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE TWO

MEMBERS

Section 1. Members. There shall be two (2) types of memberships, voting and non-voting, which may be granted upon request to the foundation. All members, voting and non-voting, must be approved by a majority vote of directors.

(A). Voting Members. Membership shall include any person who registers an interest in membership and who has reached the age of eighteen (18) years or older residing for at least thirty (30) days in that portion of the RJ-2 School District South of an east-west line drawn on a line at Yuma County Road 22, (an area hereby defined as the Idalia Community) or anyone whose children attend the Idalia School or persons whose place of employment is within these boundaries. The voting members will be at the prescribed annual meeting and be authorized to vote. Only voting members can hold an office as director/officer of the corporation.

(B). Non-voting Members. Non-voting members shall include individuals, groups, clubs, associations, companies, corporations and any other source of support of the work, and objectives of the Idalia Vision Foundation and anyone making a donation or contribution of any kind in the furtherance thereof. This category of membership, by itself, is not eligible to vote or hold office. However, opinions, advice and recommendations from such members may be submitted unilaterally to the board of directors to assist them in the exercise of the duties and responsibilities of their office.

ARTICLE THREE

MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at the Idalia School in the month of November in each year, beginning with the year 1993, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. Notice of Members' Meeting. Written or printed notice stating the place, day, hour, and purpose of any annual or special meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than thirty (30) days before the date of such meeting, by or at the direction of the president or one of the board of directors. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting. No business shall be transacted at any special meeting other than that specified in the notice of such meeting.

Section 3. Quorum. Ten per cent (10%) of the voting members must be present to conduct business.

Section 4. Proxies. Proxies will be made available upon written request to the Idalia Vision Foundation. No proxy shall be valid after eleven (11) months from the date of its execution.

Section 5. Order of Business. The business proceedings of this Colorado corporation shall be in accordance with Robert's Rules of Order.

Section 6. Ballots. Unless directed by the chairman of the meeting or demanded by majority of the members present in person or by majority of the directors, voting will be by a show of hands or voice vote rather than ballot.

ARTICLE FOUR

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its board of directors. Directors must be members of the corporation.

Section 2. Number, tenure and qualification. The number of directors shall be no more than nine (9) members and not less than five (5). Directors shall be elected at the annual meeting of member, and the term of office of each director shall be three (3) years or until the election and qualification of his successor.

The terms of the directors shall be staggered so that no more than three (3) directors are elected to office in any given year. No person shall serve more than two (2) consecutive terms as a director. Former directors may be re-elected after remaining off of the board for a minimum of one (1) year.

Of the directors elected at the first meeting, three (3) shall be elected to a term of three (3) years, three (3) shall be elected to a term of two (2) years, and three (3) shall be elected to a term of one (1) year. Thereafter, directors shall be elected annually for a three (3) year term.

Section 3. Nomination and Election of Directors. Directors shall be elected as provided in these bylaws at each annual meeting of the members, or if for any reason the election shall not have been held at an annual meeting, at any special meeting called for that purpose after proper notice. Directors shall be elected solely from a list of persons nominated for directors as provided before.

(A.) Nomination for Directors. Not later than sixty (60) days prior to the annual meeting date, the board of directors shall appoint a nominating committee. The nominating committee shall consist of three (3) voting members having the right to vote. The three (3) members of the nominating committee shall be members having the right to vote and one (1) member shall be a current director or director not seeking re-election and the other two (2) shall be non directors. They shall name at least two (2) nominees for each vacancy who shall have agreed to accept the directorship and its responsibilities if elected. The report of the nomination committee shall be a part of the annual meeting notice sent to each member and shall be posted at the Idalia Vision Foundation's office ten (10) days prior to the meeting. Voting members present at the annual member's meeting shall also be able to make additional nominations at the meeting. (B) Each directorship shall be filled separately and election shall be by ballot. Each director elected shall receive a majority of all votes cast. Directors shall be accepted as elected and as members of the board of directors at the first meeting of the board of directors following their election.

Section 4. Regular Meetings. An organizational meeting of the board of directors shall be held without any other notice than this bylaw immediately after the annual meeting and at the same place as the annual meeting of the members. The board of directors may provide and post at the Foundation's office the time and place for holding additional regular meetings. Additional regular meetings shall be held at the Idalia School in the absence of any designation in the resolution.

Section 5. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two (2) directors, and shall be held at the principal office of the Foundation or at such other place as the directors may determine.

Section 6. Notice. Notice of any special meeting of the board of directors shall be given at least three (3) days by mail or telephone to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any directors may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. However, notice may be given in less than one (1) day upon consent of two-thirds of the board.

Section 7. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present, shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section 9. Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 10. Removal of Directors. Any member may bring charges against a director, and, by filing with the secretary such charges in writing, together with a petition signed by at least ten per cent (10%) of the members, may request the removal of such director by reason thereof. Such director shall be informed in writing the charges at least ten days prior to the meeting of the members at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges; and the person or persons bringing the charges against him shall have the same opportunity. The question of removal of such director shall be considered and voted upon at the meeting of the members, and any vacancy created by such removal may be filled by a nominating committee. The director so elected shall serve for the unexpired term of the director so removed.

Section 11. Compensation. Directors as such shall not receive any stated salaries for their services, but may be compensated for out-of-pocket expenses incident to corporation business by a majority vote of the board of directors. Any expenses exceeding \$500 must be preapproved by a majority vote of the board of directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 12. Minutes of Meetings. The secretary shall:

(a) Keep the minutes of the meetings of the members and of the board in one or more books provided for that purpose.

(b) Mail a copy of the minutes of the meeting to each member of the board of directors one (1) week before the next regularly scheduled meeting. A list of the bills to be paid will also be included.

Section 13. Limitation of Liability. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as director, officer, agent or employee of the Corporation in good faith, if the person:

(a) Relied upon financial statements of the Corporation represented to him or her to be correct by the president or other officer of the Corporation having charge of its books of account or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the Corporation; or considered the assets to be of the book value; or

(b) Relied upon the advice of legal counsel for the Corporation.

ARTICLE FIVE

OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, vice president, secretary, treasurer, and such other officers as may be determined by the board from time to time. No two of the offices may be held by the same person.

Section 2. Election and Term of Office. The officers shall be elected by ballot, annually, by and from the board at the meeting of the board first held after the annual meeting of the members. Each officer shall hold office until the first meeting of the board following the next succeeding annual meeting of the members or until his successor shall have been elected and shall have qualified. Except as otherwise provided in the bylaws, the vacancy in any office shall be filled by the board for the unexpired portion of the term.

Section 3. Removal. Any officer elected or appointed by the board of directors may be removed by a two-thirds (2/3) vote or any equivalent fraction by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the board of directors or as specified elsewhere in these bylaws. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

Section 6. Reports. The officers of the corporation shall submit at each annual meeting reports to the members covering the business of the corporation for the previous fiscal year. Such reports shall set forth the condition of the corporation, at the close of the fiscal year.

Section 7. Delegation of Duties. In case of the death, or the temporary absence of any officer or agent of the corporation or for any other reason that the board deem sufficient, the board may delegate the powers and duties of any such officer or agent to any other officer or to any director, provided a majority of the entire board of directors concurs therein.

ARTICLE SIX

COMMITTEES

Section 1. Committees. The Board of Directors of the Corporation may designate from among its members, by a resolution adopted by a majority of the entire Board of Directors, an executive committee and one or more other committees, each of which shall have and may exercise such authority in the management of the Corporation as shall be provided in such resolution or in these Bylaws. No such committee shall have the power or authority to amend, restate, alter, or repeal these or any other Bylaws of the Corporation; to elect, appoint, or remove any member of any such committee or any officer or director of the Corporation; to adopt a plan of merger or consolidation with any other corporation; to authorize the sale, lease, or exchange, or mortgage of all or substantially all of the property and assets of the Corporation; to authorize the voluntary dissolution of the Corporation or to revoke any proceedings for the voluntary dissolution of the Corporation; to adopt any plan for the distribution of the assets of the Corporation; to amend, alter, or repeal any resolution of the Board of Directors, which by its terms provides that it may not be amended, altered, or repealed by such committee; or to take any other action prohibited by law. All committees of the Board shall keep regular minutes of their respective transactions and shall report their actions to the Board at the meeting of the Board next following such actions. The chairman of each committee shall be designated at the time of appointment of such committee. Members of said committee shall be members of the corporation and each committee shall have at least one member from the board of directors and the vice-president.

ARTICLE SEVEN

CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts. The board of directors may authorize any officer or officers or agent or agents of the corporation in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All Checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by two of the three board appointed agents for amounts exceeding \$1000 with amounts under \$1000 requiring only one signature or in such manner as shall from time to time be determined by resolution of the board of directors. All payments will be reviewed and approved by a majority vote of the board of directors.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

ARTICLE EIGHT

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, committees having and exercising any of the authority of the board of directors. A list of the board of directors shall be kept at the principal office of the corporation. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE NINE

FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE TEN

SEAL

The corporate seal of the corporation shall be in the form of the circle and shall have inscribed thereon the words "Idalia Vision Foundation, Inc.---Idalia, CO 80735--- Developing Idalia's Dream".

ARTICLE ELEVEN

WAIVER OF NOTICE

Any voting member or director may waive in writing any notice of a meeting required to be given by these bylaws. The attendance of a voting member or director at any meeting shall constitute a waiver of notice of such meeting by such voting member or director, except in case a member or director shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

ARTICLE TWELVE

MEETING PROCEDURE

At all meetings of the voting members and of the board, thereof, meeting procedure, except as is provided by law or the Articles of Incorporation, or other provisions of the bylaws, shall be governed by the latest edition of Robert's Rules of Order.

ARTICLE THIRTEEN

DISSOLUTION

Upon the dissolution of the corporation's affairs, or upon the abandonment of the corporation's activities due to its impracticable or inexpedient nature, the assets of the corporation then remaining in the hands of the corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization of this or any other State, having a similar or analogous character or purpose.

ARTICLE FOURTEEN

AMENDMENTS

The bylaws of the corporation may be altered, amended or repealed by a majority of the voting members present at any regular or special meeting, provided that the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal. The bylaws of the corporation may also be altered, amended, or repealed by the Board of Directors at any regular or special meeting of said Board provided that written notice of the proposed alterations, amendments or repeal shall be mailed to each voting member, at the voting member's last known address, not less than thirty (30) days before the date of such meeting. At any time prior to the date of such meeting fifty (50) or more members may file a written petition with the secretary of the corporation in protest of the proposed alterations, amendments or repeal of the bylaws and said alterations, amendments or repeal shall thereupon be of no validity unless approved by the members as heretofore provided.