

**BYLAWS
OF
GJHS BOOSTER CLUB**
a Colorado non-profit corporation

In accordance with a resolution duly adopted by the Board of Directors and the affirmative vote of the voting-members of the GJHS Booster Club (the “Corporation”) at a meeting on November 11, 2025, the following are adopted as the Bylaws of the Corporation pursuant to §7-130-201(2), C.R.S. These Bylaws replace and entirely supersede in every respect all bylaws adopted by the Corporation prior to the date hereof.

ARTICLE I
GENERAL

1.01 Formation of the Corporation. The Corporation was formed on October 26, 2023, by filing Articles of Incorporation with the Colorado Secretary of State pursuant to the Colorado Corporations and Associations Act and Colorado Revised Nonprofit Corporation Act (collectively, the “Act”). Amended and Restated Articles of Incorporation were filed pursuant to the Act on December 4, 2025.

1.02 Name. The name of the Corporation is the GJHS Booster Club.

1.03 Principal Office Address/Registered Office Address. The principal office address and registered office address of the Corporation shall be 1400 N. 5th St., Grand Junction, Colorado 81501. The registered office address need not be identical with the principal office address, and the registered office address may be changed from time to time by the Board of Directors.

1.04 Fiscal Year. The fiscal year of the Corporation shall begin the first day of the month of August and end the last day of the month of July each year in order to correspond to the maximum extent practicable to the typical scholastic year in Mesa County Valley School District No. 51.

1.05 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

1.06 Duration. The Corporation shall exist perpetually unless dissolved according to law.

1.07 Members. The Corporation shall have Members for the sole purpose of complying with the requirements of state and local laws and regulations governing the Colorado Bingo and Raffles Law, C.R.S. § 24-21-601, et seq.

(a) A Member is any individual, corporation, partnership, association, trust or other legal entity or combination of entities who has contributed anything of value to the Corporation.

(b) Such Members shall have no powers, privileges, voting-rights, nor interest in the management or property of the Corporation.

1.08 Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE II PURPOSES AND POWERS

2.01 Purpose. The Corporation is organized exclusively for religious, charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The primary purpose of the Corporation is to provide support and enrich the education of students attending Grand Junction High School in Grand Junction, Colorado, acting in cooperation with Mesa County Valley School District No. 51, with the aim of improving the educational experience of enrolled students, enriching extra-curricular activities associated with the school, including athletics, supporting teachers and staff, and conducting such other activities which qualify under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

2.02 Powers. In furtherance of its corporate purposes, the Corporation and its officers and directors shall have all the powers granted to a non-profit corporation under Colorado law, and as more particularly set forth in the Amended and Restated Articles of Incorporation of the Corporation.

2.03 Investment. The Corporation through its Board of Directors may invest its funds and monies in furtherance of its corporate purposes.

2.04 Distribution of Funds. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation may:

(a) Make distributions of its income or assets to the students, staff and school community of Grand Junction High School in accordance with the purposes provided in Section 2.01 above;

(b) Pay compensation in a reasonable amount as determined by the Board of Directors to officers and employees, if any, of the Corporation for services rendered; and

(c) Make distributions upon dissolution in conformity with applicable law and Article VII, below.

2.05 Execution of the Instruments.

(a) Instruments. All notes, bonds, debentures, or other instruments evidencing debts of the Corporation and all deeds or other conveyances of the Corporation shall be executed by the President and attested to by the Secretary after approval has first been obtained from the Board of Directors. The Board of Directors may, however, by appropriate resolution, provide that such debts, instruments, conveyances and obligations may be incurred by the President and attested by the Secretary without the express prior consent of the Board of Directors.

(b) Checks and Endorsements. All checks and drafts upon the funds and credits of the Corporation in any of its depository banks or trust companies shall be drawn by the President or such other officer as the Board of Directors shall designate by appropriate resolution. The Corporation may adopt the use of facsimile signatures for checks and drafts and the President and Secretary may delegate authority for an employee or agent of the Corporation to use said facsimile signature.

(c) 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.

(d) Gifts and Grants. The Board of Directors may accept on behalf of the Corporation any contribution, gift, grant, bequest or devise for the general purposes of or any special purpose of the Corporation.

ARTICLE III
BOARD OF DIRECTORS

3.01 Powers. The business affairs of the Corporation shall be conducted and managed by the Board of Directors. The directors shall act only as a Board of Directors and no individual director shall have power or authority to act independently of the Board of Directors. The Board of Directors shall have, unless otherwise delegated by appropriate resolution or these Bylaws, exclusive authority as follows:

- (a) To approve all contracts entered into between the Corporation and various service provider groups;
- (b) To approve all grant applications in which the Corporation is a grantee;
- (c) To designate a project director for each grant received;
- (d) To elect the officers;

(e) To adopt and establish policies governing the operation of the Corporation

3.02 Number of Directors. The number of directors of the Corporation shall be not less than three (3) nor more than nineteen (19) voting directors. The specific number of directors of the Corporation shall be established by a vote of the directors by resolution to fix the exact number of directors; provided however, that the number of directors shall always be odd so as to avoid any potential for a tie among the voting directors. The number and qualifications and classification of directors may be changed by an amendment to these Bylaws in the manner set forth in Article VII, below. Each director in office shall serve until a successor has been elected and qualifies or until resignation or removal is provided herein, whichever occurs first. The intent of these Bylaws is to comply with all state and federal laws governing non-profit organizations or requirements concerning composition of boards of directors.

3.03 Qualification, Tenure and Election of Directors. The Board of Directors shall consist of natural persons, who contribute anything of value to the Corporation, and with the following qualifications shall be elected by the Board of Directors at the annual meeting of the Directors or at any special meeting of the Directors where election of Directors is a stated agenda item in the following manner:

(a) Except as otherwise provided in this Article, each director of the Board of Directors shall serve for a term of three (3) years and thereafter until the director's successor has been elected and qualified, or until removed from office as herein provided. The term of each director of the Board of Directors shall begin on the first Board meeting following election. The terms of the Directors shall be staggered, so that the term of each group of Directors as provided in subsection (b), below, does not end in the same year as that of any other group of Directors. Each Director of the Board may serve no more than four (4) successive terms.

(b) In the event that the number of Directors on the Board of Directors is increased or decreased or the terms of more than one third (1/3) of the Directors end in the same year, the Board may change the length of the terms of the Directors so that terms are staggered and the terms of no more than one-third (1/3) of the Directors end in the same year, as nearly as practicable.

(c) Notwithstanding any other provisions of these Bylaws, at least a majority of the Board of Directors shall be "Independent Directors" at all times. To be an Independent Director, a director must have no material relationship with the Corporation, other than as a director. The determination of whether a director is an Independent Director shall be made by the Board of Directors in the exercise of its discretion. For purposes of these Bylaws, "family" shall be defined as a spouse, ancestor, brother and sister (whether whole or half-blood), child (whether natural or adopted), grandchild, great grandchild, and a spouse of a brother, sister, child,

grandchild and great grandchild. In any event, a director will be determined to have a material relationship and not be considered an Independent Director if the director has one of the following relationships:

(i) The director was compensated as an officer or other employee of the Corporation or of a related organization, like Grand Junction High School/Mesa County Valley School District 51;

(ii) The director received a total compensation or other payments exceeding \$10,000 during the Corporation's current and prior tax year from the Corporation or from related organizations as an independent contractor, other than as a reimbursement of expenses under an accountable plan or as reasonable compensation for services.

(iii) The director or director's family, was involved in a transaction with the Corporation (whether directly or indirectly through affiliation with another organization) that is required to be reported in Schedule L of the 990 form filed by the Corporation for the organization's current and prior tax year, or in a transaction with a related organization of a type and amount that would be reportable on Schedule L if required to be filed by the related organization.

(iv) The director or director's family is affiliated in a professional capacity with the law firm that has been the primary legal advisor of the Corporation or the accounting firm that has been retained by the Corporation for auditing or consulting services, presuming such services are compensated rather than provided without charge.

(v) The director is a director, officer or trustee of a charitable entity that is not an affiliate of the Corporation or controlled by the Corporation, wherein the Corporation's discretionary charitable contributions are 25% or more of the charitable entity's total revenue.

(d) Should any director of the Board of Directors cease to have any of the qualifications necessary to serve as director, then said director shall be deemed automatically removed and the remaining directors shall fill the vacancy thereby created.

(e) A director of the Board of Directors may be removed with or without cause by a vote of a majority of the Board of Directors then in office. This paragraph shall not be construed as a limitation on the Board of Directors' right to remove any Directors as provided by law.

3.04 Removal. A director of the Board of Directors may be removed by the Board with or without cause in accordance with Colorado law by a majority vote of all the directors of the Board of Directors then in office.

3.05 Board Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the remaining directors by the election of a qualified individual to serve the unexpired term of the director replaced.

3.06 Resignation. A director may resign at any time by delivering a written resignation to the President, Vice President, or the Secretary of the Board of Directors. The resignation shall become effective on the thirty-first (31st) day after it is so delivered, unless otherwise agreed by the Board of Directors and the resigning director.

3.07 Compensation. Directors as such shall not receive any compensation of any kind for their services; but nothing herein shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. The directors and officers may be reimbursed by the Corporation for reasonable and necessary expenses incurred on behalf of the Corporation, upon approval of such expenses by the Board of Directors.

3.08 Appointments. The Board of Directors may establish any standing and/or special committees which shall serve at the pleasure of the Board. The Board of Directors shall define the duties of standing and special committees and appoint the committee individuals. A director of the Board of Directors shall serve as chairman of each standing and special committee established by the Board of Directors, but other individuals of a committee need not be Board directors nor officers. Unless a Board director of a standing or special committee is removed or resigns, each Board director shall hold the appointed committee Chair for a one (1) year term and may serve consecutive terms so long as reappointed.

ARTICLE IV OFFICERS AND EMPLOYEES OF CORPORATION

4.01 Officers. The officers of the Corporation will consist of the President, Secretary, Treasurer and such other officers as may be created and elected by the Board of Directors. Officers may be elected from the directors of the Board of Directors of the Corporation, and one person may hold more than one office except the offices of President and Secretary. Unless an officer is removed or resigns, each officer shall hold office for a one-year term or until his or her successor has been duly elected and qualified, whichever occurs later.

4.02 Removal and Replacement of Officers. The Board of Directors may remove any officer of the Corporation and appoint a replacement with or without cause by a majority vote of all directors of the Board of Directors.

4.03 Vacancies. A vacancy occurring in any office of the Corporation for whatever reason shall be filled by the Board of Directors for the then unexpired portion of the officer's term.

4.04 Resignation. An officer of the Corporation may resign at any time by delivering a written resignation to the President, Vice President, or the Secretary of the Board of Directors provided that such office is not held by the person resigning. The resignation shall become effective on the thirty-first (31st) day after it is so delivered, unless otherwise agreed by the Board of Directors and the resigning officer.

4.05 Employees. Should it become desirable or necessary that the Corporation have any paid employees, including but not limited to an Executive Director, the Board of Directors shall have the power to employ such employees, to determine their duties, and to fix their wages or salaries and other remuneration. The Board of Directors may hire a corporation accountant or bookkeeper for such length of time and for such remuneration as may be determined by the Board of Directors. In addition, the Board of Directors may from time to time hire such professional or other services as may be determined by the Board to be necessary.

ARTICLE V POWERS AND DUTIES OF BOARD AND OFFICERS

5.01 Powers and Duties of Board of Directors. All actions taken to fulfill the purposes and reach the goals and objectives of the Corporation will be subject to the control and oversight of its Board of Directors. The powers and duties of said Board are not only as described in these Bylaws but also as are found to be customary and normal to a policy-making board and shall include but not be limited to the election and replacement of officers, amendments to the Articles of Incorporation and Bylaws, and the management of the business and affairs of the Corporation. Each director of the Corporation shall perform his or her duties as a director, including his or her duties as an individual of any committee of the Board upon which he or she may serve: (a) in good faith, (b) in a manner he or she reasonably believes to be in the best interests of the Corporation, and (c) with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. The Board of Directors has adopted a Conflict of Interest Policy which shall be followed by the directors and officers of the Corporation.

5.02 Powers and Duties of Officers.

(a) President. The President shall preside at all meetings of the Board of Directors and shall act as the chief executive officer of the Corporation, and also shall do and perform all duties incident to the office of President and such other duties as from time to time may be assigned to the President by the Board of Directors. Except as otherwise may be set forth in the Articles of Incorporation or these Bylaws, the President shall have the power and authority to enter into contracts that are binding on the Corporation.

(b) Vice President. The Vice President, if any, shall preside at all meetings of the Board of Directors in the absence of the President, and shall do and perform all duties as from time to time may be assigned to the Vice President by the Board of Directors. The Vice President shall also do and perform all duties which might or should be performed by the President when the President is ill, absent, or otherwise unable to act. The Vice President shall also perform such duties as may be delegated from time to time by the President or as directed by the Board of Directors.

(c) Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors. The Secretary shall provide all notices required by these Bylaws or as required by applicable law. The Secretary shall have charge of all corporate records of the Corporation, all of which shall at all reasonable times be open to the examination of any director. The Secretary shall in general perform all of the duties incidental to the office of the Secretary, and such other duties as from time to time may be assigned by the Board of Directors.

(d) Treasurer. The Treasurer shall receive and keep the funds of the Corporation and pay out the same only as approved by its Board of Directors and in accordance with policies established by the Board of Directors. The Treasurer shall deposit all monies, checks, and other credits to the account of the Corporation in such bank or banks or other depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers for payments made to and all vouchers and checks of the Corporation. The Treasurer shall render to the Board of Directors an account and statement of all Treasurer's transactions at each regular meeting of the Board of Directors and at such other times as said Board from time to time may determine. The Treasurer shall render to the Board of Directors an annual report at each annual meeting of the Board of Directors. The Treasurer shall at all times exhibit the corporate books and accounts to any director of the Corporation. The Treasurer shall in general perform all duties incidental to the office of Treasurer, and such other duties as from time to time may be assigned by the Board of Directors.

ARTICLE VI MEETINGS

6.01 Annual, Regular, and Special Meetings. The annual meeting of the Board of Directors shall be called by the President or, in his or her absence, by the Vice President, of the Board of Directors and shall be held once per year. The business at said meeting shall include, but not be limited to, election of the directors of the Board of Directors; reports of outgoing officers and committees on actions and activities of the past year; election of officers for the succeeding year; appointment for the succeeding year of committees; report of the incoming President on plans and programs for the succeeding year; Treasurer's annual report presentation; and any other business proper to come before the meeting. At said meeting the Board, by resolution, shall establish a schedule of its regular meetings. A special meeting of the Board of Directors may be called by the President, Vice President, if any, or

in their absence, by the Secretary of the Board of Directors, or by any other two (2) directors of the Board. If the President and Vice President are absent from any meeting, the Secretary shall call the meeting to order and a temporary chairman shall be elected. All meetings shall be held in Mesa County, Colorado, unless otherwise determined by the Board of Directors.

6.02 Quorum. A majority of the then serving Board of Directors shall constitute a quorum at any meeting of the Board of Directors. All questions shall be determined by a majority vote of those present, except as set forth below or otherwise required by applicable law, and in the case of a tie vote at any meeting, a vote cast by the President shall be decisive. Unless otherwise provided by these Bylaws, the affirmative vote of a majority of the quorum shall be the action of the Corporation.

6.03 Notice. Notice of each annual or regular meeting shall be in writing and shall be given by the Secretary to each of the directors not less than ten (10) days preceding any such annual or regular meeting. Notice of a special meeting shall be given by the Secretary to each of the directors in writing not less than three (3) days prior to the meeting. Any notice shall contain the date, time, and place of the meeting, an agenda, and, as appropriate, supplemental reports, minutes, and documents.

Any notice to be given pursuant to these Bylaws shall be deemed properly delivered when (a) deposited in the United States mail, properly addressed with sufficient postage prepaid; or (b) personally delivered to the business address or residence address of each director; or (c) received electronically so long as recipient gave consent to receive notice electronically and sender can provide proof of receipt, such as delivery confirmation or a return receipt. Any director may waive notice of any meeting in writing. 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.

6.04 Informal Action by Directors. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote.

6.05 Participation by Electronic Means. Any directors of the Board of Directors may participate in a meeting of the Board of Directors by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

6.06 Presumption of Assent. A director 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 the director's dissent shall be entered in the minutes of the meeting or unless the director shall file his or her 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. This right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE VII
DISSOLUTION

The Corporation may be dissolved by a vote of two-thirds of all then serving directors of the Board of Directors. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine, or to such organization or organizations, as the Board of Directors shall determine, which are organized and operated exclusively for religious, charitable, or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the Corporation is then located, exclusively for the same or similar purposes for which this Corporation is formed as set forth in the Amended and Restated Articles of Incorporation as said court shall determine.

ARTICLE VIII
AMENDMENTS

8.01 Articles of Incorporation. The Amended and Restated Articles of Incorporation of the Corporation may be altered or amended at any regular or special meeting of the Board of Directors by resolution approved by the affirmative vote of two-thirds of all the directors of the Board of Directors.

8.02 Bylaws. The Bylaws of the Corporation may be adopted, altered, or amended at any annual or special meeting of the Board of Directors by resolution approved by the affirmative vote of a majority of all the Board directors.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its officers and directors of the Board of Directors who are threatened to be made, or are made, a party to any action, suit or proceeding, whether criminal, civil, administrative or investigative arising out of such person serving at the request of the Corporation as a Board director or officer (Proceeding) to the fullest extent permitted by the Act, as such may be amended or reenacted, including the advance of expenses. With respect to an employee or agent other than a director of the Board of Directors or officer of the Corporation, the Corporation may, as determined by the Board of Directors, indemnify and advance expenses to such employee or agent in connection with a Proceeding to the extent permitted by the Act, as such may be amended or reenacted.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director of the Board of Directors, officer, employee or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity arising out of the status of such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

Passed, approved and adopted this December 16, 2025.

GJHS BOOSTER CLUB,
a Colorado nonprofit corporation

By:  Signed by:
Carrie Zentner
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Carrie Zentner, its secretary