Mission Statement

To foster community through preservation of local and worldly traditions by sharing music, skills, and innovations as we move forward to the future.

Vision:

To encourage/ provide remote concerts in unique natural venues to blend Nature/Universe ambiance experience with music.

To work with Artists to Create Dream Experiences

To encourage Quality of life and feelings of purpose through community responsibilities to the area, including volunteer projects and beautification at event locations.

To creatively encourage audience participation and learning.

To produce multiple scalable events a year, small gatherings warm the heart, as great gatherings can make social change.

To value diversity and inclusion in creating compassionate communities that promote individual growth and access to resources, knowledge, and fun.

Colorado Secretary of State

Date and Time: 06/20/2021

 EIN Number: 87-1238525

**Articles of Amendment**

filed pursuant to §7-90-301, et seq., §7-110-106 and §7-101-504 of the Colorado Revised Statutes (C.R.S.)

EIN number: 87-1238525

1. The domestic entity name for the non-profit is

Rock It All Innovation & Trade Preservations

1. New entity name:

 (if applicable) 

1. The purposes for which the non-profit was formed are

 To foster community through preservation of local and worldly traditions by sharing music, skills, and innovations as we move forward to the future.

1. Other amendments, if any, are attached.

1. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.

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| AMD\_PCPBC  |  |  |  |  Page 1 of 2 Rev. 4/01/2014  |

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Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user’s attorney.

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**BYLAWS**

Of

**Rock It All Innovation & Trade Preservations**

Adopted April 7, 2021

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## **ARTICLE I NAME AND PURPOSES**

Section 1.01. Name. The name of the organization is the Rock It All Innovation & Trade Preservations., hereafter referred to as the ‘Rock It All’.

Section 1.02. Purpose. ‘Rock It All’ is a non-profit charitable organization that engages in community development activities primarily within the San Luis Valley, Colorado, Rural Revitalization Strategy into northern New Mexico.

Section 1.03. Office. The office of Rock It All shall be in the County of Saguache, and State of Colorado, at a location determined from time to time by the Board of Directors.

# **ARTICLE II AUTHORITY AND DUTIES OF DIRECTORS**

Section 2.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to Rock It All by law.

Section 2.02. Number, Selection, and Tenure. The Board shall consist of not less than five (4) directors. Each director shall hold office for a term of three (3) years. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. Board of Directors will elect their successors through consensus. A director elected to fill a vacancy shall be elected for the unexpired term of that director’s predecessor in office. Directors may serve for a maximum of six (6) consecutive years, except in the case of being elected to fill an unexpired term of another director, in which case they may serve for eight consecutive (8) years. Initial directors will be split into three groups, with one group serving a term of one year, the second group a term of two years, and the third group a term of three years, so that terms will expire on a staggered basis. Directors shall hold office until their successors are elected.

Section 2.03. Resignation and Removal. Resignations are effective upon receipt of written notification by the Secretary of Rock It All. Removal will be effected pursuant to Section 3.04.

Section 2.04. Regular Meetings. The Board of Directors shall hold regular meetings at such dates, times and places as the Board shall determine.

Section 2.05. Special Meetings. Meetings shall be at such dates, times and places as the Board shall determine.

Section 2.06. Notice. Meetings may be called by the President or at the request of one- third of the directors by notice emailed, mailed, or telephoned to each member of the Board not less than forty-eight (72) hours before such meeting.

Section 2.07. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions must reach consensus among directors to ensure mutual benefit and gain for Rock It All investment and operations. Should objection be found, due process shall be utilized to identify validity of prottest. Should protest identify negative impact or due harm to organization or individual, said process must cease and desist until further resolution may be achieved that meet Rock It All operational standards.

Section 2.08. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if a majority of the members of the Board or committee consent in writing, by telephone or email to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 2.09. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such a meeting can hear one another.

Section 2.10. Committees. The President may establish committees and appoint chairs of committees of the Board composed of at least two (2) persons which, except for an Executive Committee composed of the officers of the corporation, may include non- Board members. The Board may make such provisions and establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of Rock It All.

Section 2.11. Governance Committee. There shall be a standing Governance Committee, composed of three (3) persons, one of which is appointed by the President and the other two by the Board as a whole. Each member of the committee shall have one (1) vote and decision shall be made by reaching consensus. The cope of the committee includes nomination of officers of Rock It All; seek out, encourage, and introduce new members to Rock It All with emphasis toward perpetuation of the Board; providing new member orientation; scheduling of Board retreats; providing information and training for Board members on the best governance practices for non-profit boards; acting as an advisor to the President and the Board on disciplinary issues and questions of order; and, other duties as may be requested by the Board of Directors.

Section 2.12. Meeting Rules. All meetings shall be governed Dynamically and consensus based.

Section 2.13. Reimbursement. Directors and officers shall serve with equal compensation. Directors and officers may be reimbursed for actual expenses incurred by them in the performance of their duties. No director or officer will serve for the purpose of personal gain or if there is a material conflict of interest. No stocks or assets shall be distributable to directors or officers. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.

Section 2.14 Non-discrimination Clause. Rock It All shall not discriminate against any person on the grounds of race, sex, social standing, religion, creed or sexual orientation in regard to membership and/or employment or as a client or recipient of services rendered under provisions of Section 501(c)(3) of the Internal Revenue Service Code of 1954 or its’ current equivalent.

Section 2.15 Anti-Nepotism Clause. No person shall hold or be placed in a job while a member of the immediate family serves on the Board of Directors of Rock It All. A “member of the immediate family” shall mean exactly what is defined as immediate family in the real world. Non-salaried staff and volunteers are exempt from this clause.

Section 2.16 Conflict of Interest. Any director, officer, or employee of Rock It All shall abstain from voting or taking any official action directly affecting a business or personal undertaking in which the director, officer, or employee has a substantial financial interest or is engaged as any attorney, advisor, consultant, representative or agent. In the selection, award, or administration of financial assistance or the procurement of goods or services, there shall be no personal involvement by such persons with a conflict of interest. It is the responsibility of the affected person to inform the president of the Board of any potential conflict of interest or even the appearance of a conflict.

# **ARTICLE III AUTHORITY AND DUTIES OF OFFICERS**

Section 3.01. Officers. The officers of the Corporation shall be a President, a Vice- President, a

Secretary, a Treasurer, and such other officers as the Board of Directors may designate. Any two

(2) or more offices may be held by the same person, except the offices of President and Treasurer.

Section 3.02. Appointment of Officers; Terms of Office. The officers of Rock It All shall be elected annually by the Board of Directors at the regular meeting of the Board when board members are elected, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, but shall not exceed three (3) consecutive years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Section 3.04. Removal. An officer or director may be removed by a majority vote of the Board of Directors at a meeting, or by action pursuant to Section 2.09, whenever in the Board’s judgment the best interests of Rock It All will be served thereby. Three (3) absences from a regular Board meeting shall be grounds for removal. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3.05. President. The President shall be a director of Rock It All and will be at majority meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 3.06. Vice-President. The Vice-President shall be a director of Rock It All and will preside at meetings of the Board of Directors in the absence of or at the request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

Section 3.07. Secretary. The Secretary shall be a director of Rock It All and shall keep the minutes of all meetings of the Board of Directors. The Secretary shall also keep the membership records of Rock It All and handle such correspondence as may be required by the Board of Directors. The Secretary shall work closely with any paid executive staff of Rock It All and shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 3.07. Treasurer. The Treasurer shall be a director of Rock It All and shall keep the financial records of Rock It All in the books proper for that purpose. The Treasurer shall also assist in the preparation of the budget, help develop fundraising plans, and report to the Board of Directors at each regular meeting on the status of Rock It All’s finances. The Treasurer shall work closely with any paid executive staff of Rock It All to ascertain that appropriate procedures are being followed in the financial affairs of Rock It All, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 3.08. Paid Staff. The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of Rock It All. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

 Section 3.09 Limitation of Authority. No director or officer, unless duly authorized by the Board of Directors and noted in the minutes, shall speak or act on behalf of Rock It All. This section may not be amended or modified during the lifespan of Rock It All.

# **ARTICLE IV INDEMNIFICATION**

Every Officer and Director (“Indemnitee”) shall be entitled to defense and indemnification from Rock It All if, by reason of his or her status or activities as an officer or director of the corporation, he or she is, or is threatened to be made, a party to any threatened, pending, or completed lawsuit, arbitration, or any other claim. Indemnitee shall be indemnified against such costs, expenses, judgments, penalties and fines and amounts paid in settlement actually and reasonably incurred by him or her or on his or her behalf in connection with any such proceeding or any claim, issue or matter therein, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding the preceding provisions of this section, it is the intention of the parties hereto that Indemnitee shall be indemnified to the full extent authorized or permitted by law and, therefore, to the extent Colorado law shall permit broader contractual indemnification, this contract shall be deemed amended to incorporate such broader indemnification.

# **ARTICLE V ADVISORY BOARDS AND COMMITTEES**

Section 5.01. Establishment. The Board of Directors may establish one or more Advisory Boards or Committees.

Section 5.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

# **ARTICLE VI FINANCIAL ADMINISTRATION**

Section 6.01. Fiscal Year. The fiscal year of Rock It All shall be Jan1 - Dec 31 but may be changed by resolution of the Board of Directors.

Section 6.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, contracts, and insurance certificates exceeding the amount of 500$ shall be signed or endorsed by 2 or more officers or agent or agents of Rock It All and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 6.03. Deposits and Accounts. All funds of Rock It All, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of Rock It All, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of Rock It All, checks, drafts, and other orders of Rock It All may be endorsed, assigned, and delivered on behalf of Rock It All by any officer or agent of Rock It All.

Section 6.04. Investments. The funds of Rock It All may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

# **ARTICLE VII BOOKS AND RECORDS**

Correct books of account of the activities and transactions of Rock It All shall be kept at the office of any of the Board of Directors, until another location is chosen for Rock It All. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these bylaws, and all minutes of meetings of the Board of Directors. The financial books and minutes shall be open for public inspection with reasonable notification and as required by law.

# **ARTICLE VIII AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided a majority of the members of the Board waive such notice, or consent without a meeting pursuant to Section 2.08.

## **ARTICLE IX DISSOLUTION**

Upon dissolution, all property and assets shall be distributed to a Community Project/ Cause within the meaning of the Internal Revenue Code with similar objectives.

Shared alliance!

Love! this! is from the
“sub-communities within Folk Alliance International. Openness to and acceptance of these varied interests and perspectives will lead to greater inclusion and participation.

**Provide enhanced opportunities for the organization and members.**

We also believe that **bringing greater diversity to the organization will challenge our assumptions while revealing our similarities.** It will have indefinable, intangible, and unpredictable effects. The costs of international expansion are worthwhile and of value.”