

BY LAWS  
OF  
ON THE HOUSE INC  
(A Colorado non-profit corporation)

REVISED ON 1.17.26

ARTICLE I

Offices

1. Business Offices. The principal office of the corporation shall be in Aurora, Colorado. The corporation may also have one or more offices at such other places within or without the State of Colorado as the business of the corporation may require.

2. Registered Office. The initial registered office of the corporation shall be at 204 South Old Hammer Street, Aurora, Colorado 80018.

ARTICLE II

Purpose and Limitations

1. Non-Profit Corporation and Purpose. The corporation is a non-profit corporation established under the laws of the State of Colorado. As such, its purpose is to assist other persons in need of help. *The corporation is organized exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code,*

2. Limitation on Use of Funds. Any funds contributed to the corporation shall be used only for the purpose stated above, and upon dissolution or liquidation of the corporation, its funds and assets will be contributed to another non-profit foundation helping charities or persons in need; and upon any such dissolution or liquidation, none of such remaining funds or assets of the corporation will go to the officers, directors or employees of the corporation.

ARTICLE III

Board of Directors

1. Election and Tenure. The business of the corporation shall be managed by a Board of Directors who shall each be elected at the annual meeting of the corporation, and each director shall be elected to serve until his or her successor shall be elected. The initial Board of Directors shall be Anna Catherine Lay and Derick Lay.

2. Number Qualifications. The Board of Directors shall consist of not less than two (2) nor more than five (5) members.

3. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time or times as may be determined by the Board of Directors and specified in the notice of such meetings.

4. Special Meetings. Special meetings of the Board of Directors may be called by any director on three (3) day's notice to each director by mail or e-mail. The purpose of a special meeting of the Board of Directors need not be stated in the notice thereof.

5. Place of Meetings. Any meeting of the Board of Directors may be held at such place as shall from time to time be determined by the Board of Directors.

6. Quorum. A majority of the Directors shall constitute a quorum at all meetings of the Board of Directors, and 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.

7. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors even though this may be less than a quorum of the Board of Directors.

#### ARTICLE IV

##### Notices and Action Without Meeting

1. Notices. Whenever notice is required to be given to any director, it may be given in writing, by mail or e-mail, addressed to such director at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed or sent by e-mail.

2. Waiver of Notice. Whenever any such notice is required, it can be waived in writing, signed by the person or persons entitled to said notice, whether before, at or after the time stated therein.

3. Action Without A Meeting. Any action required or which may be taken at a meeting of the directors 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 with respect to the subject matter thereof.

#### ARTICLE V

##### Officers

1. Election and Tenure. The Board of Directors annually shall elect a President, Vice President and Secretary/Treasurer. The Board may also elect such other officers and assistant officers as may be determined by the Board. Any two or more offices may be held by the same person, except the office of President. Each officer so elected or appointed shall continue in office until his or her successor shall be elected.

The initial President shall be Anna Catherine Lay, and the initial Vice President and Secretary Treasurer shall be Derick Lay.

2. Resignation, Removal and Vacancies. Any officer may resign at any time by giving written notice thereof to the Board of Directors. Such resignation shall take effect on the date specified therein and no acceptance of the same shall be necessary to make it effective. Any officer may at any time be removed by the affirmative vote of the Board of Directors. If any office becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

3. President. The President shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to him or her by the Board of Directors.

4. Vice President. The Vice President shall perform all duties incident to the office of President when there are periods that the President is unable to perform such duties.

5. Secretary/Treasurer. The Secretary/Treasurer shall keep the necessary corporate books and records, including minutes of meetings of the Board of Directors. The Secretary/Treasurer shall also collect all monies due or contributed to the corporation and shall have custody of and be responsible for all funds and valuable papers of the corporation.

6. Salaries. Officers of the corporation shall be entitled to such compensation or reimbursement as shall be fixed or allowed by the Board of Directors.

## ARTICLE VI

### Indemnification

1. Indemnification. The corporation shall indemnify any and all of its directors, officers, former directors and officers, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation. Such indemnification may be entitled, under any bylaw, agreement, or otherwise.

## ARTICLE VII

### Execution of Instruments

1. Execution of Instruments. The President and Secretary/Treasurer shall have power to execute together on behalf and in the name of the corporation any deed, contract, bond, debenture, note or other obligation or evidence of indebtedness, or proxy, or other instrument requiring the signature of an officer of the corporation.

2. Checks and Endorsements. All checks and drafts upon the funds of the corporation shall be signed by its President and/or Secretary/Treasurer. All notes, bills

receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the corporation shall, for the purpose of deposit, discount or collection, be endorsed by either of such officers.

## ARTICLE VIII

### Conflict of Interest Policy

1. Purpose. The purpose of this policy is to protect the Foundation's tax-exempt status when it is entering into transactions with its officers, directors, employees, contractors or interested persons that might result in a possible excess benefit to them.
2. Interested Persons. Interested persons include such officers, directors, employees, contractors and any person who has a direct or indirect financial interest through business, investment or family. Compensation includes direct and indirect remuneration as well as gifts that are not insubstantial. A financial interest is not necessarily a conflict of interest—an interested person only has a conflict of interest if the Foundation's directors decide that one exists after the facts involved are reviewed by them.
3. Procedures. With any possible conflict of interest, the interested person will have the duty to disclose the facts involved to the Foundation's Board. After the Board receives the facts, they will then meet without the interested person present, and vote on whether there is a conflict of interest. If they determine there is one, they will then determine if there are other alternatives that do not constitute a conflict of interest. The Board will decide what is in the best interest of the Foundation, and include their decision in Board minutes. The Board will also assure that any person with a conflict of interest will not have influence over them regarding the Foundation's business dealings with such person.

## ARTICLE IX

### Fiscal Year

1. Fiscal Year. The fiscal year of the corporation shall be the calendar year.

## ARTICLE X

### Amendments

1. Amendments. All bylaws of the corporation shall be subject to alteration, amendment or repeal, and new bylaws may be added, by vote of a majority of a quorum of the Board of Directors at any regular or special meeting.