

# **BYLAWS OF SAVVATO NONPROFIT CORPORATION (SNPC)**

Approved September 2, 2024

## **ARTICLE I: NAME AND PURPOSE**

### **Section 1.1 Name**

The name of the organization shall be Savvato Nonprofit Corporation (hereafter referred to as "SNPC").

### **Section 1.2 Purpose**

The purpose of SNPC is to improve the lives of people through software education, creation, and implementation. SNPC educates people on becoming software engineers, develops tools to overcome the problems many people experience in connecting and building with the right people, and finally, encourages the public use of these tools.

## **ARTICLE II: OFFICES**

### **Section 2.1 Principal Office**

The principal office of SNPC shall be located in Denver, CO. The Board of Directors may change the location of the principal office as needed.

### **Section 2.2 Other Offices**

SNPC may also have offices at other locations as determined by the Board of Directors.

## **ARTICLE III: MEMBERSHIP**

### **Section 3.1 Members**

SNPC shall not have members. The Board of Directors shall have full authority to manage the affairs of the organization.

## **ARTICLE IV: BOARD OF DIRECTORS**

### **Section 4.1 General Powers**

The affairs, activities, and operation of SNPC shall be managed by the Board of Directors.

### **Section 4.2 Number and Qualifications**

The Board of Directors shall consist of at least three (3) and no more than seven (7) members. Directors must be individuals committed to the mission and values of SNPC.

### **Section 4.3 Election and Term of Office**

Directors shall be elected by the existing Board of Directors at the annual meeting. Each Director shall serve a term of two (2) years and may be re-elected for subsequent terms.

### **Section 4.4 Resignation and Removal**

A Director may resign at any time by giving written notice to the Board. A Director may be removed by a two-thirds (2/3) vote of the remaining Directors if it is in the best interest of the organization.

### **Section 4.5 Vacancies**

Vacancies on the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors. A Director elected to fill a vacancy shall serve for the unexpired term of their predecessor.

## **ARTICLE V: OFFICERS**

### **Section 5.1 Officers**

The officers of SNPC shall consist of a President, Vice President, Secretary, and Treasurer. The Board may create additional officer positions as needed.

### **Section 5.2 Election and Term of Office**

Officers shall be elected by the Board of Directors at the annual meeting. Each officer shall serve a term of two (2) years and may be re-elected for subsequent terms.

### **Section 5.3 Duties**

- **President:** The President shall be the chief executive officer of SNPC, preside at all meetings of the Board of Directors, and perform other duties as assigned by the Board.
- **Vice President:** The Vice President shall perform the duties of the President in the event of the President's absence and perform other duties as assigned by the Board.

- **Secretary:** The Secretary shall keep the minutes of all meetings of the Board of Directors, maintain records, and perform other duties as assigned by the Board.
- **Treasurer:** The Treasurer shall oversee the financial affairs of SNPC, including the preparation of financial statements, and perform other duties as assigned by the Board.

#### **Section 5.4 Resignation and Removal**

An officer may resign at any time by giving written notice to the Board. An officer may be removed by a two-thirds (2/3) vote of the Board of Directors if it is in the best interest of the organization.

### **ARTICLE VI: MEETINGS**

#### **Section 6.1 Annual Meeting**

The annual meeting of the Board of Directors shall be held in September of each year, at a time and place determined by the Board.

#### **Section 6.2 Regular Meetings**

Regular meetings of the Board of Directors shall be held monthly, at a time and place determined by the Board.

#### **Section 6.3 Special Meetings**

Special meetings of the Board of Directors may be called by the President or by a majority of the Directors. Notice of any special meeting shall be given to each Director without undue delay.

#### **Section 6.4 Quorum**

A majority of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board.

#### **Section 6.5 Voting**

Each Director shall have one vote. 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.

### **ARTICLE VII: COMMITTEES**

#### **Section 7.1 Committees**

The Board of Directors may establish committees as necessary to carry out the work of SNPC. Each committee shall have a chairperson and at least two other members, appointed by the Board.

## **Section 7.2 Authority**

Committees shall have the authority delegated to them by the Board of Directors, except that no committee shall have the authority to amend the bylaws, elect or remove Directors, or dissolve the organization.

## **ARTICLE VIII: FINANCES**

### **Section 8.1 Fiscal Year**

The fiscal year of SNPC shall be from January to December.

### **Section 8.2 Financial Reports**

The Treasurer shall prepare and present a financial report at each regular meeting of the Board of Directors. An annual financial statement shall be prepared and presented at the annual meeting.

### **Section 8.3 Budget**

The Board of Directors shall adopt an annual budget at the beginning of each fiscal year.

### **Section 8.4 Contracts and Checks**

All contracts, checks, drafts, or other orders for the payment of money shall be signed by such officers or agents of SNPC as the Board of Directors may designate.

## **ARTICLE IX: AMENDMENTS**

### **Section 9.1 Amendments to Bylaws**

These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting, provided that written notice of the proposed amendment is given to each Director at least ten (10) days in advance of the meeting.

## **ARTICLE X: DISSOLUTION**

### **Section 10.1 Dissolution**

Upon the dissolution of SNPC, the Board of Directors shall, after paying or making provision for the payment of all liabilities, distribute all assets to one or more nonprofit organizations that are tax-exempt under section 501(c)(3) of the Internal Revenue Code, as determined by the Board.

## **ARTICLE XI: INDEMNIFICATION**

### **Section 11.1 Indemnification**

To the fullest extent permitted by law, SNPC shall indemnify its Directors, officers, employees, and agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any legal action or proceeding by reason of the fact that such person is or was a Director, officer, employee, or agent of SNPC.