BY-LAWS
OF
CITY PARK ALLIANCE, INC.
(A Colorado Not for profit Corporation)

ARTICLE I
The City Park Alliance has been created as a charitable organization to promote public capital improvement projects and community programs in City Park. The mission of the City Park Alliance ("the Corporation") is to protect and implement the vision of City Park as Denver's premier "Peoples' Park," by recommending policies to the City and by gathering additional community, corporate, and government resources for capital improvements and community programs.

ARTICLE II
OFFICES

1. Business Offices The principal office of the Corporation in the State of Colorado shall be located in the City & County of Denver, or such other location, as the Board of Directors shall determine. The Corporation may have other offices within the State of Colorado as the Board of Directors may determine or as affairs of the Corporation may require from time to time.

2. Registered Office The Corporation shall have and continuously maintain in the State of Colorado a registered agent whose office is identical with such registered office, as required by the Colorado Nonprofit Corporation Act. The registered office may be, but need not be, identical with the Corporation's principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 Powers of Board The Corporation shall be managed by its Board of Directors. The Corporation shall have members. All corporate powers shall vest in the Board of Directors.

Section 3.2 Number of Directors The number of elected directors constituting the entire Board of Directors shall not exceed 17. A majority of the total number of directors entitled to vote which the Corporation would have, prior to any increase or decrease, if there were no vacancies, may amend this by-law to increase or decrease the number of directors, provided that no decrease shall shorten the term of any incumbent director and provided further that the number of directors shall never be less that three.
Section 3.3 **Selection of Directors** The members of the Board of Directors shall be elected as follows:

**Elected Directors:**

**Ex officio (non-voting) Directors:** The Mayor of the City and County of Denver or designate ex officio; the Manager of parks and Recreation or designate ex officio; the members of the City Council or designate ex officio whose districts include and/or abut City Park.

Section 3.4 **Election and Terms of Directors** The Board of Directors shall be classified, the initial number of classes to be three, with each class to include, with the 1999 founding Board, approximately the same number of directors, except ex officio Directors, who shall not be placed in any class. All shall serve two, three or four year terms.

**FOLLOWING THE INITIAL CLASS OF DIRECTORS, ALL DIRECTORS SHALL SERVE A TWO YEAR TERM THAT BEGINS ON JANUARY 1 AND ENDS ON DECEMBER 31.**

The ex officio Directors shall at all times be the incumbent or acting representatives named in Section 3.3.

Section 3.5 **Qualifications of Directors** No elected Director shall hold any elective office under the City and County of Denver. Each elected Director shall be a registered voter in the City and County of Denver. No more than three Elected Directors of the Elected Board shall be employees of the City and County of Denver.

The Denver Zoo ("Zoo") and the Museum of Nature and Science ("Museum") shall appoint one Director each. The Zoo and Museum Directors need not be registered voters of the City and County of Denver.

The Chairman of the Board of Directors shall have his or her appointment annually confirmed by the Board of Directors, and shall serve until his or her successor has been appointed by the Board of Directors and is qualified.

Section 3.6 **Honorary and Emeritus Directors** The Board of Directors or the Executive Committee may elect one or more Honorary or Emeritus Directors of the Corporation. Each Honorary or Emeritus Director shall hold office until his or her death of resignation. An Honorary or Emeritus Director shall be entitled to notice of and attendance at all meetings, but shall not be entitled to vote on any matter submitted to the Board for a vote and shall not be a Director for any other purpose.

Section 3.7 **Resignations** Any Director may resign at any time by delivering written notice to the Corporation and, in the case of Appointed Directors, to take effect at the time specified in the notice; unless required by the terms of the notice, acceptance shall not be necessary to make the resignation effective. Failure of any Director to attend three consecutive meetings of the Board of Directors without excuse shall, in the discretion of the Board, operate as a resignation.
Section 3.8 **Removals** Any elected Director may be removed for cause by a two-thirds majority of the Board of Directors. Any Appointed Director may be removed without cause by action of the appointing authority named in Section 3.3.

Section 3.9 **Vacancies** Elected Directors: Shall be filled by a majority vote of the remaining Directors.

*Ex officio* Directors: Shall be filled during any time that the office is vacant.

Zoo and Museum Directors: Shall be filled during any time that the office is vacant.

Section 3.10 **Quorum of Directors and Action by the Board** Unless a greater proportion is required by law or by the Certificate of Incorporation or by these by-laws for any action, one-half of the entire Board of Directors then serving and entitled to vote shall constitute a quorum for the transaction of business or of any specified item of business, and except as otherwise provided by law or by the Certificate of Incorporation or by these by-laws, the vote of a majority of the Directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board. No voting will be by proxy.

The Certificate of Incorporation or by-laws may be amended to provide for a greater or smaller quorum or to provide for a greater number of Directors that shall be necessary for the transaction of business or any specified item of business, provided such amendment is authorized by vote of two-thirds of the entire Board.

Section 3.11 **Meeting of Board** An annual meeting of the Board of Directors shall be held for the election of Directors and the transaction of other business on an assigned date in September.

Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board shall be held at any time whenever called by the President or any two Directors.

Meetings of the Board of Directors may be held at such places within or without the State of Colorado as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings.

No notice need be given for annual or regular meetings of the Board of Directors being held upon a regular date certain. Notice of any other meetings of the Board shall be given to each Director either by mail not later than noon, Denver time, 10 business days prior to the meeting or by telefax or other written communication sent electronically, or by written message hand-delivered, to the Director not later than 7 days prior to the meeting. Notices shall be deemed to have been given by mail when deposited in the United States mail, by telefax or other electronic communication at the time sent and by messenger. Notices shall be sent to each Director at the address designated by him or her for that purpose, or if none has been designated, at his or her last known residence or business address. Oral or telephonic notice of meetings shall not be permitted.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board of Directors.
Notice of a meeting of the Board of Directors need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, either prior to or at the commencement of such meeting, lack of notice.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another place. Notice of any adjournment of a meeting to another time or place shall be given in the manner described above to the Directors who were present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

Section 3.12 Informal Action by Directors Unless otherwise restricted by the Certificate of Incorporation or these by-laws, any action required or permitted to be taken by the Board may be taken without a meeting if all Directors entitled to vote consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the Directors shall be filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Certificate of Incorporation or these by-laws, the Directors may participate in meetings of the Board or any committee of the Board, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at the meeting.

Section 3.13 Purchase, Sale, Mortgage or Lease of Real Property No purchase of real property shall be made by the Corporation, and the Corporation shall not sell, mortgage or lease its real property, unless authorized by the vote of two-thirds of the entire Board of Directors.

Section 3.14 Annual Report The Board of Directors shall direct the President and the Treasurer of the Corporation to present at the winter meeting of the Board a report for the previous fiscal year. The financial statement, reviewed by an accountant selected by the Board, will show in detail the following:

1. the assets and liabilities, including the trust funds, of the Corporation as of the end of a twelve-month fiscal period terminating not more than six months prior to said meeting;
2. the principal changes in assets and liabilities, including trust funds during said fiscal period;
3. the revenue or receipts of the Corporation, both unrestricted and restricted and restricted to particular purposes, during said fiscal period; and
4. the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period.

The annual report shall be filed with the records of the Corporation and a copy or abstract thereof entered in the minutes or the proceedings of the meeting of the Board at which the report was approved.

ARTICLE IV
COMMITTEES

Section 4.1 Executive Committee and Other Standing Committees. The officers of the Board shall serve as the Executive Committee of the Board and shall set the agenda for the Board. There shall be a Nominating Committee and if necessary the Executive Committee shall serve in that capacity. The Board of Directors may designate from among its members other standing committees, each consisting of three or more Directors, and each of which, to the extent provided in the resolution, shall have all the authority of the Board, except that no such committee shall have the authority as to the following matters:

1. filling vacancies in the Board of Directors or in any committee;
2. fixing compensation of the Directors for serving on the Board or on any committee;
3. amending or repealing these by-laws or adopting new by-laws;
4. amending or repealing any resolution of the Board, which by its terms cannot be amended or repealed; or
5. removing Directors.

The Board may designate one or more Directors as alternate members of any standing committee who may replace any absent member or members at any meeting of such committee.

Section 4.2 Additional Special Committees. The Board of Directors may create such additional special committees as it deems desirable, the members thereof to be appointed by the President of the Corporation with the consent of the Board. Such special committees shall have only the powers specifically delegated to them by the Board and in no case shall have powers, which are not authorized for standing committees. In the discretion of the Board, the Chairperson or the President, the membership of special committees may include individuals who are not Directors of the Corporation.

Section 4.3 Committees other than Standing or Special. Committees other than standing or special committees of the Board shall be committees of the Corporation. Such committees may be elected or appointed in the same manner as officers of the Corporation. Provisions of these by-laws and of the Not-for-Profit Corporation law applicable to officers generally shall apply to members of such committees.

Section 4.4 Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Directors or in rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote, if a quorum is then present, shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of
Directors conducts its business under these by-laws. Unless otherwise restricted by the Certificate of Incorporation or these by-laws, any action required or permitted may be taken without a meeting if all members of such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the committee shall be filed with the minutes of proceedings of such committee.

Section 4.5 **Service of Committees** Each committee of the Board shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve the Corporation.

**ARTICLE V**

**OFFICERS**

Section 5.1 **Officers** The President of the Board shall be appointed annually by the Board of Directors from its members under these by-laws. The Board of Directors shall elect or appoint a President, Vice President, a Secretary and Treasurer, who are members of the Board. The Vice President shall be President Elect.

Section 5.2 **Term of Office and Removal** Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified. All officers shall be elected and appointed for a two-year period. Any officer may be removed by the Board of Directors with or without cause at any time. Removal of an officer without cause shall be without prejudice to his or her contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights. The Board may fill vacancies at any time.

Section 5.3 **Powers and duties of Officers** Subject to the control of the Board, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices. The Board may require any officer to give security for the faithful performance of his duties.

Section 5.4 **Compensation** Directors and officers as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

Section 5.5 **Duties** The President shall preside at all meetings. In the President's absence the Vice President shall preside. The President shall perform all duties incident to the office of President, including but not limited to signing, together with the secretary or other
authorized officer(s), contracts and other instruments on behalf of the Corporation when duly authorized by the Directors.

The Vice President shall perform the duties of the president in his/her absence. In the case of resignation of the President or other events whereby the President is no longer a Director of the Corporation, the Vice President shall serve as President until the vacancy is filled by an election as provided by these by-laws. The Vice President shall perform all duties incident to the office and such other special duties as delegated by the President or voted by the Directors. The Vice President is President Elect and in the following term shall serve as President.

The Secretary shall keep the minutes of the meetings of the Directors, shall cause the notices of meetings to be sent in a timely manner to all Directors, shall perform all duties incident to the office and such other special duties as delegated by the President or voted by the Directors.

The Treasurer shall oversee the books and records of the Corporation and report on their condition and any problem areas to the full Board from time to time as directed by the full Board or the President. The Treasurer shall report on the financial status of the Corporation at least annually as provided in these by-laws. The Treasurer shall perform all duties incident to the office and such other special duties as delegated by the President or voted by the Directors.

Membership The Directors may authorize non-voting membership in this Corporation. Members will be entitled to notice of the annual meeting of the Directors and be afforded an opportunity to comment on the operations plan for the coming fiscal year. The Directors may, by majority vote, increase the benefits and participation of members.

ARTICLE VI
INDEMNIFICATION

Section 6.1 Standard of Conduct The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (including an action by or in the right of the Corporation except where such person is adjudged liable to the Corporation), by reason of the fact that he or she is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against reasonable expenses (including attorney fees), judgments, fines and amounts paid or necessarily incurred in settlement or otherwise, by him or her in connection with such action, suit or proceeding, if such person (a) conducted himself or herself in good faith, (b) reasonably believed that his or her actions, in the case of conduct in such person’s official capacity, were in the best interest of the Corporation, or in the case of all other actions reasonably believed that his or her actions were at least not opposed to the Corporation’s best interests, and (c) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. Except that this indemnity shall not cover a Director, officer,
employee, agent or person serving at the Corporation’s request in any proceeding in which such person is charged and adjudged liable of receiving improper personal benefit. The termination of any proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, is not itself determinative that the person did not meet the standard of conduct set forth in this Section 6.1. Such determination shall not be deemed exclusive of any other rights to which the Director, officer, agent, employee or other person serving at the Corporation’s request is entitled to under any agreement, or otherwise.

Section 6.2 Determination Any indemnification under Section 6.1 of this Article VI (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, agent or other person serving at the Corporation’s request is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 6.1 of this Article VI. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of the disinterested Directors so directs, by independent legal counsel in a written opinion; provided, however, that if a Director, officer, employee or agent of the Corporation, or person serving at the Corporation’s request has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 6.1 of this Article VI or in defense of any claim, issue or matter therein, he or she shall automatically be indemnified against expenses (including attorney fees) actually and necessarily incurred by him or her in connection therewith without the necessity of any such determination that he or she has met the applicable standard of conduct set forth in Section 6.1 of this Article VI.

Section 6.3 Insurance The Board of Directors may exercise the Corporation’s power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such whether or not the Corporation would have the power to indemnify him or her against such liability hereunder or otherwise.

Section 6.5 Other Coverage The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these by-laws, agreement, vote of the disinterested Director, the Colorado Nonprofit Corporation Act, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, agent or one serving at the Corporation’s
request and shall inure to the benefit of the heirs and personal representatives of such a person.
ARTICLE VII
CONTRACTS, CHECKS DEPOSITS, GIFTS AND PROXIES

Section 7.1 **Contracts** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, 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 confined to specific instances. Unless so authorized by the Board of Directors or by these by-laws, no officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or other instrument, or to pledge its credit or to render it liable for any purpose or in any amount.

Section 7.2 **Checks, Drafts, etc.** 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 such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 7.3 **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 7.4 **Gifts** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose of the Corporation.

ARTICLE VIII
MISCELLANEOUS

Section 8.1 **Fiscal Year** The fiscal year of the Corporation shall be the fiscal year of the City and County of Denver or such other period as may be fixed by the Board of Directors.

Section 8.2 **Corporate Seal** The Corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 8.3 **Books and Records to be kept** The Corporation shall keep at its principal office in the State of Colorado (a) correct and complete books and records of account, (b) minutes of the proceedings of the Board of Directors and any committee of the Corporation and (c) a current list of the Directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of
the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 8.4 **Amendment of By-Laws** By-Laws of the Corporation may be adopted, amended or repealed by the Board of Directors at any time by majority vote of the entire Board.