

ASPIRE, INC. BYLAWS

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**ASPIRE, INC.
BYLAWS**

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ARTICLE I. NAME

Section 1.1 Name

The name of the corporation shall be ASPIRE, INC.

ARTICLE II. MISSION

Section 2.1 Mission

2.1.1 Forum. Provide an association and a forum for professional personnel involved in TRIO programs or other programs devoted to educational opportunity for low income and first generation college students.

2.1.2 Professionalism. Provide a vehicle which will strengthen the professionalism and expertise of association members through communication, professional development, political awareness, and technical assistance.

2.1.3 Unity. Provide unity of purpose, definition, and representation among projects and project personnel.

ARTICLE III. OFFICES

Section 3.1 Principal Office

The corporation's office shall be located within the states of Colorado, Montana, North Dakota, South Dakota, Utah, or Wyoming. The corporation's most current Annual Report shall identify the location of the principal office. The Board of Directors may designate the location of the office.

Section 3.2 Registered Office

The corporation's registered office shall be located within Wyoming at the address of the corporation's registered agent. The location of the registered office may be identical with that of the main office if located in Wyoming. The Board of Directors or a majority of the members may change the registered agent and the address of the registered office by filing the appropriate statement of change of Registered Office or Registered Agent with the Wyoming Secretary of State.

ARTICLE IV. MEMBERSHIP

Section 4.1 Individual Membership Types

Individual membership in ASPIRE, INC. shall be of three types: Professional Membership, Associate Membership, and TRIO Program Participant Membership.

4.1.1 Professional Membership

Professional Membership shall be open to persons employed full-time or part-time in TRIO, Gear Up, or other educational opportunity/equal access programs located in the states of Colorado, Montana, North Dakota, South Dakota, Utah, or Wyoming.

4.1.2 Associate Membership

Associate Membership shall be available as an option to TRIO, Gear Up, or other educational opportunity/equal access clerical/support staff, and any individual in the states of Colorado, Montana, North Dakota, South Dakota, Utah, or Wyoming who generally supports the mission, goals, and objectives of ASPIRE, INC., and has an active concern for TRIO students. With the exception of clerical/support staff, this membership shall not be available to full-time staff employed in educational opportunity/equal access type programs (specifically TRIO) located in the states of Colorado, Montana, North Dakota, South Dakota, Utah, or Wyoming. Associate Membership shall be

open to persons employed full-time or part-time in TRIO, Gear Up, or other educational opportunity/equal access programs located in states which are not included in the ASPIRE, INC. region.

4.1.3 TRIO Program Participant Membership

TRIO Program Participant Membership is available to any TRIO program participant in the states of Colorado, Montana, North Dakota, South Dakota, Utah, or Wyoming who generally supports the mission, goals and objectives of ASPIRE, INC., and has an active concern for TRIO students.

4.1.4 Individual Membership Rights and Obligations

All members have the same rights, privileges, and obligations except as specified below:

1. Each Professional Member is entitled to one vote and is eligible to hold any office within ASPIRE, INC. and to serve on the Board of Directors and/or ASPIRE, INC. Committees.
2. Each Associate Member is entitled to one vote and is eligible to serve on ASPIRE, INC. Committees, but is not eligible to hold any office within ASPIRE, INC. or serve on the Board of Directors.
3. Each TRIO Program Participant Member is entitled to voice but no vote. TRIO Program Participant Members are not eligible to hold any office within ASPIRE, INC. or serve on the Board of Directors.

Section 4.2 Project Membership

Project Membership is open to each TRIO, Gear Up, or other educational opportunity/equal access project in the ASPIRE, INC. states of Colorado, Montana, North Dakota, South Dakota, Utah, or Wyoming.

4.2.1 Project Membership Benefits and Limitations

Project Membership entitles projects to specific, exclusive benefits, including pre/post conference workshops and trainings on program administration, curriculum, technology, student data processing and reporting, and other benefits as defined by the Board. Project Membership does not entitle projects to vote nor project staff to the benefits of Individual Membership.

Section 4.3 Term of Membership

Membership shall last for the designated membership year, as defined by the Board of Directors. Membership may be extended by payment of annual dues.

Section 4.4 Membership Dues

The Board shall establish the amount of dues to be paid by different types of membership. However, regardless of amount of dues paid by a member, each professional and associate member shall only be entitled to one (1) vote. The Board of Directors may (but is not required to) provide a grace period to pay dues.

Section 4.5 Membership Quorum and Voting Requirements

4.5.1 Quorum. Twenty-five percent (25%) of the members registered for the annual conference shall constitute a quorum for purposes of conducting the business of ASPIRE, INC. at the annual meeting. However, one third ($\frac{1}{3}$) or thirty-three percent (33%) of the members entitled to vote at the annual meeting must be registered for the annual conference before the membership can vote on any item not described in the notice of annual meeting.

4.5.2 Voting. If a quorum exists, a motion shall pass by a majority of votes cast by those present.

Section 4.6 Corporate Records

4.6.1 Location of Corporate Records. The corporation's records of the past 3 years shall be kept with the appropriate board member after which the records shall be forwarded to the archivist.

4.6.2 Minutes and Accounting Records. The corporation shall keep a permanent record of the minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors acting in place of the Board of Directors and on behalf of the corporation. The corporation shall maintain appropriate accounting

records, and keep a permanent record of Treasurer's reports.

4.6.3 Membership List. The corporation shall maintain a record of the members' names and work addresses, in alphabetical order, by membership type, showing the number of votes each member is entitled to cast.

4.6.4 Form. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

4.6.5 Other Records. The corporation shall keep a copy of the following records at its principal office or at a location from which the records may be recovered within two (2) business days:

1. The articles or restated articles of incorporation and all amendments to them currently in effect;
2. The bylaws or restated bylaws and all amendments to them currently in effect;
3. Resolution adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or any category of members;
4. The minutes of all meetings of members and records of all actions approved by the members for the past three (3) years.
5. All written communications to members generally within the past three (3) years including the financial statements furnished for the past three (3) years;
6. A list of names and addresses of the current Board of Directors officers and members;
7. Treasurer's reports for the past three (3) years; and
8. The most recent annual report delivered to the Wyoming Secretary of State.

Section 4.7 Member's Rights to Inspect Corporate Records

4.7.1 Absolute Inspection Rights of Records by Members. A member (or a member's agent or attorney) is entitled to inspect and copy, at a reasonable time and location specified by the corporation, the following records:

1. The articles or restated articles of incorporation and all amendments to them currently in effect;
2. The bylaws or restated bylaws and all amendments to them currently in effect;
3. Resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;
4. The minutes of all meetings of members and records of all actions approved by the members for the past three (3) years;
5. All written communications to members generally within the past three (3) years including the financial statements furnished for the past three (3) years;
6. A list of names and addresses of the current Board of Directors officers and members;
7. Treasurer's reports for the past three (3) years; and
8. The most recent annual report delivered to the Wyoming Secretary of State.
9. Minutes of any meeting of the Board of Directors, records of any action of a committee of the Board of Directors acting on behalf of the corporation, minutes of any meeting of the members, and records of action taken by the members. This provision does not give a member the right to inspect and copy any minutes of any executive session.

The member must give the corporation written notice or a written demand to inspect at least five (5) business days before the date on which the member wishes to inspect and copy.

4.7.2 Conditional Inspection Right. The member (or the member's agent or attorney) may inspect and copy, at a reasonable time and reasonable location specified by the corporation, additional records if the member meets the following criteria:

1. The member must give the corporation a written demand to inspect made in good faith and for a proper purpose at least five (5) business days before the date on which the member wishes to inspect and copy; and
2. The member must describe with reasonable particularity:

- a. the member's purpose and
 - b. the records that the member desires to inspect; and
3. The corporation must approve that the records are directly connected with the member's purpose.

4.7.3 Additional Records. If the member meets the requirements above, the member may inspect and copy:

1. Accounting records of the corporation; and
2. The membership list. (Without consent of the board, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the foregoing, without the consent of the Board of Directors a membership list or any part thereof may not be: (I) Used to solicit money or property unless the money or property will be used solely to solicit the votes of the members in an election to be held by the corporation; (ii) Used for any commercial purpose; or (iii) Sold to or purchased by any person.)

4.7.4 Copy Costs. The right to copy includes the right to photograph, or copy by other reasonable means. The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records.

ARTICLE V. ASPIRE, INC. MEETINGS

Section 5.1 Annual Meeting of the Membership

The members shall convene a meeting of the membership at the annual conference. A meeting may be canceled by the Board of Directors by a majority vote. At the annual meeting the members shall elect officers of the Board of Directors and transact any other business as may come before the meeting. The date of the annual meeting shall be determined by the Board of Directors with notification to each ASPIRE, INC. member not less than 10 business days prior to the meeting day.

Section 5.2 Conduct of Annual Meeting

The President or President's designee shall call the meeting of the membership to order and act as the meeting chair.

The chair shall establish rules of the meeting to facilitate debate and decision making. All meetings shall be conducted pursuant to Roberts Rules of Order Revised Edition. The chair will indicate when a vote will be taken. The Secretary of the corporation or designee shall act as the secretary of all meetings of the members. The Treasurer or designee shall report on the financial condition of the corporation at the annual meeting.

Section 5.3 Types of Meetings

Any meeting of the Board of Directors may be conducted either in person, telephonically, through electronic mail, or by any other means approved by a majority of the Board of Directors.

ARTICLE VI. BOARD OF DIRECTORS

Section 6.1 General Authority

There shall be a Board of Directors which shall manage the business, property, and affairs of ASPIRE, INC. The Board of Directors shall have the authority to conduct the affairs of ASPIRE, INC. between meetings of the membership.

Section 6.2 Board Composition

6.2.1 Composition. The Board of Directors shall be composed of eleven members including: the officers: the President, President Elect, Past President, Secretary, and Treasurer of ASPIRE, Inc.; and other Board members, the State Presidents from Colorado, Montana, North Dakota, South Dakota, Utah, and Wyoming.

6.2.2 Vacancy. If a vacancy occurs among the officers of the Board, the Board shall fill the vacancy. If a vacancy occurs among the State Presidents, the state association shall fill the said vacancy in accordance to the bylaws of the particular state.

6.2.3 Removal of Board Members. A member of the Board of Directors may be removed through either of the following procedures. Removal of a member of the Board of Directors may occur by the vote of _ of the directors then in office. Removal of a Director by the members requires the majority vote of the members at a meeting of the membership, duly constituted for the removal of a member of the Board of Directors. 25% of all members eligible to vote must be present at the meeting of the membership duly constituted for the removal of a member of the Board of Directors before any action can be undertaken.

Section 6.3 Board Elections

6.3.1. Election process. The Board of Directors shall determine whether the President, President Elect, Past President, Secretary and Treasurer shall be elected at a meeting, by ballot or by informal action. Each State Association shall determine the process for electing a State President.

6.3.2 Terms of Office. The President, President Elect, and Past President shall serve for one (1) year beginning at the end of the conference. The Treasurer shall serve for two (2) fiscal years and the secretary shall serve for two (2) years beginning at the conclusion of regional conference, with each office elected on alternating years.

Section 6.4 Regular Meetings of the Board

The Board of Directors shall hold a regular meeting during the annual conference. No notice of the meeting other than this bylaw is required. The Board of Directors may provide, by resolution, additional regular meetings. The President shall determine location, date and time of meetings. Meetings may also be held by conference call or electronic mail.

Section 6.5 Special Meetings of the Board

The President or any four (4) Board of Directors members may call and give notice of special meetings of the Board of Directors.

Section 6.6 Special Board Meetings

The corporation's Secretary shall give either oral or written notice of any special Board of Directors meeting at least two (2) days before the meeting. The notice shall include the meeting place, day and hour. A Board member's attendance at a meeting waives the Board member's right to object to lack of notice or defective notice of the meeting, unless the Board member objects to holding the meeting or the transaction of business at the meeting upon arrival.

Section 6.7 Board Quorum

A majority of the number of board members shall constitute a quorum for the transaction of business at any Board of Directors meeting.

Section 6.8 Compensation for Board Members

6.8.1. Compensation. The Board of Directors may pay Board members' expenses for attendance at each Board of Directors meeting. The Board members shall not be paid a salary or fee for attending the meeting.

6.8.2. Loans to Board of Directors Members. The corporation may not lend money to or guarantee an obligation of a Board member of the corporation.

ARTICLE VII. STATE ASSOCIATIONS

Section 7.1 Organization of State Associations

State Associations shall be formed by TRIO professionals working in the states of Colorado, Montana, North Dakota, South Dakota, Utah, and Wyoming. The State Associations shall operate

under ASPIRE, INC.'s non-profit organization status and the federal regulations governing 501(c)(3) corporations. State Associations may apply for individual 501(c)(3) status.

Section 7.2 State Association Governance

Each state association shall establish bylaws consistent with and subordinate to ASPIRE, INC.'s Articles of Incorporation and Bylaws.

Section 7.3 State Association Board of Directors Representation

Each state association shall elect a President to serve on the ASPIRE, INC. Board of Directors.

ARTICLE VIII. CORPORATE RECORDS

Section 8.1 Minutes and Accounting Records

The corporation shall keep a permanent record of the minutes of all meetings of its members and Board of Directors, and a record of all actions taken by a committee acting in place of the Board of Directors on behalf of the corporation. The corporation shall maintain appropriate accounting records and permanent record of Treasurer's report.

Section 8.2 Other Records

The corporation shall keep a copy of the following records at its principal office or at a location from which the records may be easily accessed:

1. The articles or restated articles of incorporation and all amendments to them currently in effect;
2. Its bylaws or restated bylaws and all amendments to them currently in effect;
3. Resolution adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;
4. The minutes of all meetings of members and records of all actions approved by the members for the past three (3) years.
5. All written communications to members generally within the past three (3) years including the financial statements furnished for the past three (3) years;
6. A list of names and addresses of its current Board of Directors officers and members;
7. Treasurer's reports for the past three (3) years; and
8. The most recent annual report delivered to the Wyoming Secretary of State.

ARTICLE IX. COMMITTEES

Section 9.1 Creation of Committees

The President shall establish committees and appoint committee chairs.

Section 9.2 Authority

Each committee may exercise the specific authority which the President confers upon the committee.

ARTICLE X. DISSOLUTION or FINAL LIQUIDATION

Section 10.1 Distribution of Assets

Upon dissolution or final liquidation, ASPIRE, INC. shall pay all debts, obligations, and liabilities. Provisions shall be made to distribute all remaining assets to one or both of the following, as determined by the Board of Directors:

1. A nonprofit organization or organizations created to secede ASPIRE, INC. as long as such organization qualifies as exempt from federal income taxation.
2. A nonprofit organization or organizations having similar mission as ASPIRE, INC. as such organization qualifies as exempt from federal income taxation.

ARTICLE XI. INDEMNIFICATION

Section 11.1 Indemnification of the Board of Directors

11.1.1 General. An individual made party to a proceeding because the individual is, or was, on the Board of Directors of the corporation may be indemnified against liability incurred in the proceeding only if the indemnification is determined permissible and authorized in accordance with procedures listed in the Wyoming Nonprofit Corporation Act.

11.1.2 Indemnification of Employees and Agents

The Board of Directors may choose to indemnify any employee or agent of the corporation only if the indemnification is determined permissible and authorized in accordance with procedures listed in the Wyoming Nonprofit Corporation Act.

11.1.3 Indemnification not allowed. The corporation shall not indemnify a Board of Directors Member, employee or agent if the individual was determined liable to the corporation.

11.3 Mandatory Indemnification

The corporation shall indemnify a Board of Directors Member in the defense of any proceeding to which the Board of Directors Member was a party, due to the individual's position as a Board Member of the corporation, against expenses incurred in connection with the proceedings.

ARTICLE XII. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 12.1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into a contract or execute or deliver any instruments in the name of and on behalf of the corporation and such authorization may be general or confined to specific instruments.

Section 12.2 Loans

The corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the Board of Directors authorizes such a contract by resolution. The corporation shall not allow anyone to issue evidence of the corporation's indebtedness unless the Board of Directors authorizes the issuance by resolution. The authorization may be general or specific.

Section 12.3 Checks, Drafts, etc.

The Board of Directors shall authorize by resolution which officer(s) or agent(s) may sign and issue all corporation checks, drafts, or other orders for payment of money, and notes or other evidence of indebtedness. The Board of Directors shall also determine by resolution the manner in which these documents will be signed and issued.

Section 12.4 Deposits

The Treasurer of the corporation shall assure deposit all funds of the corporation, that are not being used, in accounts of the corporation; the Board of Directors shall authorize by Board resolution the exact location of the banks and depositories.

ARTICLE XIII. PROHIBITED ACTIVITIES

Section 13.1 Prohibited Activities

Notwithstanding any other provisions of these bylaws, no ASPIRE, Inc. member, Board Member, employee, or

representative of the corporation shall take any action or carry on any activity on behalf of the corporation not permitted by an exempt organization under section 501(c)(3) of the Internal Revenue Code and its most current regulations.

ARTICLE XIV. CONFLICT OF INTEREST

Section 14.I Conflict of Interest

A conflict of interest transaction is any transaction in which a member of the Board of Directors has a direct or indirect interest. A conflict of interest transaction may be authorized, approved, or ratified if it is fair to the corporation and it receives the affirmative vote of a majority of the Directors on the Board who have no direct or indirect interest in the transaction. The conflict of interest transaction shall not be authorized, approved, or ratified by a single Director. Before any vote to authorize, approve, or ratify a conflict of interest transaction can be taken, the material facts of the transaction and the Director's interest must be disclosed and made known to the Board of Directors.

ARTICLE XV. CONFLICT RESOLUTION

Section 15.I Conflict Resolution

In the event the Board of Directors or any committee of the Board of Directors is unable to decide any matter because of a tie vote, the Board President or committee chairman shall cast the deciding vote.

ARTICLE XVI. AMENDMENTS

Section 16.I Amendments

16.I.1 General. Unless otherwise required by the Wyoming Nonprofit Corporation Act, an amendment to the corporation's bylaws must be approved by _ of votes cast or majority of the voting power of members voting at an ASPIRE, INC. annual meeting.

16.I.2 Amendment Approval by Written Ballot. If the Board of Directors or members seek to have an amendment approved between meetings of ASPIRE, INC., a written ballot accompanied by a copy of the amendment shall be given to all members. _ of the members eligible to vote must respond and the vote of the majority of the responding members shall prevail.

These bylaws were adopted at the annual meeting of ASPIRE, INC., on the 22nd day of October, 2000.