

**AMENDED AND RESTATED BYLAWS
OF
COLORADO FRIENDS OF CAJUN/ZYDECO MUSIC AND DANCE, INC.**

**ARTICLE I
Offices**

1.1 Location. The principal office of the corporation shall be located in the City of Denver, State of Colorado, at such address as the board of directors may from time to time determine. The corporation may have such other offices, either within or without the State of Colorado, as the board of directors may designate or as the business of the corporation may require from time to time.

**ARTICLE II
Members**

2.1 Classes of Membership. The corporation shall have four classes of member as designated below. The rights, powers and obligations of each class of member, if any, shall be as set forth below. The corporation's board of directors may change the designation, rights, powers and obligations of the members by resolution of the board. Individual persons may be members in more than one class of membership.

A. Regular Members shall have the right to vote to elect members of the corporation's governing board, but shall have no other voting powers. The corporation's Regular Members shall consist of natural persons who pay the annual Regular Member membership fee as determined from time to time by the Corporation's board of directors, and who otherwise meet the qualifications for Regular Members of the corporation as may be established by resolution of the board of directors. Regular Members shall be entitled to receive benefits of membership as may be determined by the corporation's board of directors.

B. Sustaining Members shall have the right to vote to elect members of the corporation's governing board, but shall have no other voting powers. The corporation's Sustaining Members shall consist of natural persons who pay the annual Sustaining Member membership fee as determined from time to time by the Corporation's board of directors, and who otherwise meet the qualifications for Sustaining Members of the corporation as may be established by resolution of the board of directors. Sustaining Members shall be entitled to receive benefits of membership as may be determined by the corporation's board of directors.

C. Contributing Members shall have the right to vote to elect members of the corporation's governing board, but shall have no other voting powers. The corporation's Contributing Members shall consist of natural persons who pay the annual Contributing Member membership fee as determined from time to time by the Corporation's board of directors, and who otherwise meet the

qualifications for Contributing Members of the corporation as may be established by resolution of the board of directors. Contributing Members shall be entitled to receive benefits of membership as may be determined by the corporation's board of directors.

D. Organization Members shall have the right to vote to elect members of the corporation's governing board, but shall have no other voting powers. The corporation's Organization Members shall consist of businesses, organization and persons other than natural persons, who pay the annual Organization Member membership fee as determined from time to time by the Corporation's board of directors, and who otherwise meet the qualifications for Organization Members of the corporation as may be established by resolution of the board of directors. Organization Members shall be entitled to receive benefits of membership as may be determined by the corporation's board of directors.

2.2 Admission of Members. Persons who meet the qualifications for membership in the corporation as may be prescribed by the board of directors, shall be accepted as members of the corporation. Every prospective member shall be obliged to pay all applicable fees, dues and assessments connected therewith, before obtaining or maintaining his or her membership in the Corporation.

Membership in the corporation shall be open to all persons regardless of gender, race, color, region, ethnicity, national origin or sexual orientation.

2.3 Membership Fees and Term of Membership. The board of directors shall establish annual membership fees to be paid by each class of member for each calendar year of their membership in the corporation. Payment of the annual membership fee shall provide for membership in the corporation for a period of one year.

2.4 Termination of Membership. A member's membership in the corporation may be terminated upon a majority vote of the entire board of directors. Members may be terminated for any reason, including, if the member is delinquent in payment of any required fees, dues or assessments; if the member ceases to meet the qualifications and requirements for membership established in the articles of incorporation or otherwise by the board of directors.

2.5 Resignation of Membership. A member may resign as a member of the corporation at any time upon 60 days advance written notice, but a member who resigns shall continue to be liable to the corporation for any fees, dues, assessments or other obligations (if any) that are incurred prior to the date of resignation.

2.6 Term of Membership. The term of membership shall be for a period of one year. Membership shall expire following expiration of the stated term, and may be renewed pursuant to such terms and conditions as the corporation may establish. A member may apply to renew his/her membership upon such terms as the board may prescribattendace at Board Meetings.

2.7 Attendance at Board Meetings. Members shall have an open invitation to attend meetings of the board of directors for the purpose of addressing the board, presenting the member's ideas and/or concerns regarding the corporation and its activities during the new business portion of the meeting.

ARTICLE III

Meetings of Members

3.1 Place of Meetings. Member's meetings, if any, shall be held at the principal office of the corporation or at such other place, either within or without the State of Colorado, as the board of directors may designate or as may be specified in the call of the meeting. Any such meetings of the members shall be for informational or other purposes as the board of directors may determine. The failure to conduct an annual or other meeting of the members shall not impair the rights or authority of the corporation or the board of directors. The members shall have voting powers only as set forth herein, and as required by Colorado law. The members shall have no right to manage the business and affairs of the corporation.

3.2 Annual Meeting. The annual meeting of the members, if any, shall be held at 7:00 p.m., on the third Monday of the month of October or at such other date and time as the board of directors may designate, commencing with the year 1997. The President or a majority of the directors may call special meetings of the members other than the annual meeting at any time. The failure to conduct an annual or other meeting of the members shall not impair the rights or authority of the corporation or the board of directors.

3.3 Notice of Meetings. There shall be mailed to each member at his/her last known address, not less than 10 nor more than 50 days prior to the date of the meeting, a written notice setting forth the day, hour and place of the meeting and, in case of a special meeting, the purpose for which the meeting is called. Any notice may be delivered personally rather than be mailed.

3.4 Waiver of Notice. A waiver in writing of any of the notices required above, including notice of any adjourned meeting, signed by the person or persons entitled to notice, whether before, at or after the time of meeting stated therein, shall be equivalent to the giving of such notice. Likewise, call of any special meeting may be waived in writing by all of the members either before, at or after the time of any special meeting.

Attendance by a member at any regular or special meeting or any adjournment thereof shall be deemed the equivalent of a waiver in writing by such member of a call of such meeting and/or a notice of such meeting and also shall be deemed a consent to the holding of a meeting at the time and at the place at which the same is held and a consent by such member that such meeting was held for the purpose of conducting the business which is conducted at such meeting, except that the foregoing shall not apply to attendance by a member at a meeting who attends solely for the purpose of objecting to the transaction of any business thereat on the grounds that the meeting is not lawfully called or convened. Business not included in the call or a meeting, either annual or special, may be conducted at any annual or special meeting by consent of all of the members given as above set forth in this section.

The members shall have voting powers only as provided herein, and as provided under Colorado law. The members shall have no right to manage the business and affairs of the corporation.

ARTICLE IV

Directors

4.1 Powers, Number and Term. The business and affairs of the corporation shall be managed by the board of directors. The members shall have no right to manage the corporation's business and affairs.

The board of directors of the corporation shall consist of no less than five (5), or more than nine (9) directors, as determined by resolution of the board of directors. The number of directors of the corporation may be enlarged or reduced by amendment of these bylaws.

Directors of the corporation shall be natural persons with a demonstrated interest in the mission and objectives of the corporation, and shall be members of the corporation in good standing but need not meet any other qualifications to serve as a director of the corporation.

Members of the board of directors shall serve as directors for a period of two (2) years. Directors may be elected for not more than two successive terms.

4.2 Election, Removal and Filling of Vacancies. The initial director shall name the first full board of directors. A director may be removed, with or without cause, by majority vote of the remaining directors. All vacancies on the board of directors shall be filled by majority vote of the remaining directors, regardless of number.

4.3 Annual and Regular Meetings. The directors shall hold an annual meeting which shall be held immediately following the adjournment of the annual meeting of the members. Such meeting of the directors shall be at the principal office of the corporation or at such other place as the directors may determine either within or without the State of Colorado. Other regular meetings of the board of directors may be set by the board of directors, to be held at the principal office of the corporation or at such other place either within or without the State of Colorado as the board of directors may determine.

Meetings of the board of directors shall, unless otherwise determined by resolution of the board, follow the following agenda:

- a. Call to order
- b. Review/approval of minutes
- c. Review of financial condition
- d. Old business
- e. New business
- f. Adjourn

Meetings shall be conducted, resolutions considered and votes taken, in accordance with Robert's Rules of Order or such other protocol as may be adopted from time to time by the board of directors.

4.4 Quorum. A majority of the directors shall constitute a quorum at any directors' meeting, whether regular or special. If a quorum is present, the affirmative vote of a majority of the directors present

shall be the act of the board of directors, unless the vote of a greater proportion or number is required by law, the articles of incorporation, or these bylaws. All vacancies on the board of directors shall be filled by majority vote of the remaining directors, regardless of number.

4.5 Advisory Referenda. The board of directors may at any time submit any question to the members by way of a non-binding, advisory referendum in order to assess the members' views. The members' views regarding such matter as expressed in the advisory referenda shall be non-binding. The members shall have no voting powers except as provided herein and shall have no right to manage the business and affairs of the corporation.

4.6 Adjournment. Any directors' meeting, whether regular or special, may be adjourned from time to time by those directors in attendance, although less a quorum, and no notice need to given of any adjourned meeting.

4.7 Notice. The Secretary shall give notice in writing to each director of each regular and annual meeting of the directors. Each such notice shall be mailed or delivered personally to each director at least five days before the meeting and shall state the time and the place thereof.

4.8 Special Meetings. Special meetings may be called by the President or by two or more of the directors. The Secretary shall give at least one day's notice thereof in writing to each director, either personally or by mailing, and such notice shall state the time, place and purpose or purposes of such meeting. Such meetings shall be held at such place either within or without the State of Colorado as is specified in the call and notice.

4.9 Waiver of Notice. A waiver in writing of any of the notices required above, including notice of any adjourned meeting, signed by the person or persons entitled to notice, whether before, at or after the time of the meeting stated therein, shall be deemed equivalent to such notice and service thereof. Likewise, call of any special meeting may be waived in writing by all of the directors either before, at or after the time of any special meeting.

Attendance by a director at any regular or special meeting, or any adjournment thereof, shall be deemed the equivalent or a waiver in writing by such director of a call of such meeting and of a notice of such meeting and also shall be deemed a consent to the holding of a meeting at the time and at the place at which the same is held, and a consent by such director that such meeting was held for the purpose of conducting the business that is conducted at such meeting, except that the foregoing shall not apply to attendance by a director at a meeting who attends solely for the purpose of objecting to the transaction of any business thereat on the grounds that the meeting is not lawfully called or convened. Matters may be considered and business may be conducted at any meeting of the directors, either regular or special, even though not included in the call of such meeting or notice thereof if all directors consent thereto in accordance with the foregoing provisions of this section.

4.10 Restrictions on Certain Actions. Without limiting the powers of the directors in any way, the following actions shall require the express approval of no less than a majority of all of the directors:

- a. The determination of membership dues, fees and assessments to be imposed upon members of the corporation;
- b. Decisions to amend these bylaws or the corporation's articles of incorporation;
- c. Approval of the corporation's annual business plan and operating budget;
- d. Removal of a director, and
- e. Approval of any single agreement, contract, transaction or other expenditure or act obligating the corporation to expend money or incur indebtedness outside of an approved annual business plan and/or operating budget in excess of \$200.

ARTICLE V

Written Consent

Any action required by Colorado statutes, the articles of incorporation or these bylaws to be taken at a meeting of the members or directors of the corporation, or any action which may be taken at a meeting of the members or 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 members or directors entitled to vote with respect to the subject matter thereof.

ARTICLE VI

Officers

6.1 Officers. The officers of the corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, and such other officers, assistant officers and agents as may from time to time be elected by the board of directors. One person may hold two or more offices, except that no person may simultaneously hold the offices of President and Secretary. No person shall hold the same office for more than two successive terms.

6.2 Election. The officers of the corporation shall be elected by majority vote of the board of directors annually at the annual meeting of the directors. If the election of officers shall not be held at such meeting due to resignation or other vacancy, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified, or his or her death, resignation or removal. Officers may be elected for successive terms.

6.3 Removal. Any officer or agent may be removed by the board of directors or by the executive committee, if an executive committee is appointed by the board of directors. An officer may be removed, with or without cause, by majority vote of the directors, or by majority vote of the executive committee. All officer vacancies shall be filled by majority vote of the remaining directors as provided in Section 6.2 above. The removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not in itself create contract rights.

6.4 President. The President shall be a director. The President shall preside at all meetings of the board of directors and members and shall have general control of the affairs of the corporation, subject to the control of the board of directors. The President shall be an ex officio member of any committees designated by the board of directors, but shall not be entitled to vote as a member of a committee, unless the board of directors provides otherwise by resolution. Unless otherwise directed or authorized by the board of directors, the President shall sign all contracts and other instruments for the corporation. The president shall perform such other duties as may from time to time be assigned to him or her by the board of directors.

6.5 Vice President. The Vice President shall be a director. The Vice President shall perform the duties of the President in the President's absence, death or disability, and shall perform such other duties and exercise such powers as may be assigned to him or her from time to time by the President or by the board of directors.

6.6 Secretary. The Secretary shall keep the minutes of the proceedings of the members and the board of directors and the executive committee, if one is appointed, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be custodian of the corporate records and of the seal of the corporation, and affix the seal to all documents when authorized by the board of directors, keep at the principal office of the corporation the membership records containing the names and addresses of all of the members, and in general perform all duties as from time to time may be assigned to him or her by the President or by the board of directors. The Secretary may, but need not be a director.

6.7 Treasurer. The Treasurer shall be the principal financial officer of the corporation, and shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the corporation, and shall deposit the same in accordance with the instructions of the board of directors. The Treasurer shall keep accounts of all monies of the corporation received or disbursed, and shall deposit all monies and valuables in the name of, and to the credit of, the corporation, in such banks or depositories as the board of directors shall designate. He or she shall perform all duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him or her by the President or by the board of directors. The Treasurer need not be a director.

ARTICLE VII

Committees

7.1 Committees. The board by resolution adopted by a majority of the directors in office, may appoint one or more committees to provide information and assistance to the corporation's board of directors. Each such committee shall have the membership structure and responsibilities specified in the resolution providing for its appointment, or as otherwise provided herein. The board of directors may appoint such other standing or ad hoc committees as the board deems necessary to carry out the purposes of the corporation, including, by illustration, the following committees: newsletter, promotions, a Mardi Gras, grants/cultural facilities committee, outreach and dance committees. In naming committees the board of directors shall identify a board member who shall serve as the board liaison/ contact for the subject committee, and shall require the committee to provide periodic updates

of committee activities to the board liaison/contact for review and consideration at each meeting of the board.

With the exception of the Executive Committee, if any, all such committees shall function in an advisory capacity only. The designation of all such committees shall not operate as a delegation of the board of director's authority, nor shall it relieve the board of directors, or any member of thereof, of any responsibility imposed upon the board or the members by law. The board may eliminate or remove any committee at any time. The Executive Committee, if any, shall have the power and authority specified below, and as specified in any resolution of the board of directors establishing the Executive Committee, if any.

7.2 Membership Committee. Without limiting the foregoing, the corporation may establish a Membership Committee which shall consist of as many persons as may be specified in the resolution adopted by the board of directors establishing such committee.

In addition to any other duties and authority specified in the resolution designating the committee, the Membership Committee shall be responsible for recommending to the board of directors, the qualifications for and requirements of membership in the corporation in addition to those otherwise established in the articles of incorporation and these bylaws. In addition, upon direction by the board of directors, the Membership Committee may undertake one or more of the following activities: develop a list of prospective members of the corporation; solicit members for the corporation; review applications for membership in the corporation; and make recommendations to the board for regarding acceptance or rejection of applications for membership in the corporation.

7.3 Executive Committee. The board of directors may establish an Executive Committee which shall consist of the officers of the corporation and such other persons as may be designated by the board of directors. The Executive Committee shall have such duties and authority as may be specified in the resolution designating the committee, as specifically defined in the corporation's articles of incorporation or these bylaws, and as otherwise allowed or restricted by law.

7.4 Meetings. Meetings of committees may be called by any member of a committee, and written or oral notice of the day, time and place of the meeting shall be given to each member of the committee at least two days before the meeting. Meetings of committees shall be held at the principal office of the corporation or at such other place as the committee members may consent either within or without the State of Colorado.

7.5 Quorum Vote. A majority of an entire committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the entire committee shall be the act of the committee, the committee members present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

7.6 Minutes. Committees shall keep regular minutes of their proceedings and shall report the same to the board at the next meeting of the board whether an annual, regular or special meeting.

ARTICLE VIII
Indemnification

Any person who is or was a director, officer, employee or agent of the corporation shall be indemnified by the corporation to the fullest extent permitted or required by the Colorado Nonprofit Corporation Act.

ARTICLE IX
Vacancies

In the case of death, disability, resignation or removal of one or more of the officers or directors creating a vacancy in one or more office or board seat, the majority of directors holding office immediately following the creation of the vacancy, even if less than a quorum, shall fill the vacancy for the officer or director's unexpired term.

ARTICLE X
Seal

The corporation shall have no seal.

ARTICLE XI
Amendments

Any of these bylaws may, in whole or in part, be altered, amended, repealed or added to by the affirmative vote of no less than a majority of all of the directors of the corporation at any regular meeting or at any special meeting called for that purpose.

KNOW ALL PERSONS BY THESE PRESENTS, that I the undersigned, being the Secretary and a director of Colorado Friends of Cajun/Zydeco Music and Dance, Inc. do hereby certify that the above and foregoing Amended and Restated Bylaws have been adopted as the bylaws of said corporation, that the same constitute the bylaws of said corporation, and replace and supersede all previous Bylaws of Colorado Friends of Cajun/Zydeco Music and Dance, Inc.

By: _____
Secretary

DATED this _____ day of _____, 20__.