

**BYLAWS OF
ADOPTION DREAMS COME TRUE, INC**

In accordance with a resolution duly adopted by the board of directors of Adoption Dreams Come True (ADCT) after a regularly held meeting on January 26, 2017 and subsequent vote on February 17, 2017, the following are revised from the previously adopted bylaws dated July 18, 2012 as the bylaws of ADCT.

Article I. Purpose

1.1 The purpose of the Adoption Dreams Come True, Inc, a Colorado corporation (ADCT) is set forth in the Articles of Incorporation. In fulfilling the corporate purpose, ADCT believes every child deserves a home that is loving, safe and permanent. In order to achieve this purpose, ADCT may accomplish the following and any other actions consistent with the Articles of Incorporation as the board of directors may elect, including:

1. Raise funds for the business operations of ADCT
2. Create and manage operating endowments for ADCT
3. Support birth parents in their decision around their unplanned pregnancy
4. Aid adoptive parents in their process to adopt
5. Welcome all children and their families, regardless of race, color, creed, national origin, sex, sexual orientation or handicap, and ADCT shall not discriminate against anyone on these grounds
6. Engage in public relations to bring attention to the needs of children, birth parents and adoptive parents

Article II. Offices and Agents

2.1 Principle Address. The principle address of the ADCT will be located within the State of Colorado, and shall be 316 W Mulberry Street, Fort Collins, CO 80521. ADCT may have other addresses, offices and places of business within the State of Colorado.

2.2 Registered Office. The registered office of ADCT required by the Colorado Revised Nonprofit Corporation Act (the "act") must be maintained in the State of Colorado and it may be, but need not be, identical with the principal office if located in the State of Colorado. The address of the registered office of ADCT may be changed from time to time as provided in the Act.

2.3 Registered Agent. ADCT shall maintain a registered agent in the State of Colorado as required by the Act. Such registered agent may be changed from time to time as provided by the Act.

Article III. Board of Directors

3.1 Governance of ADCT. Governance of ADCT shall be vested in a board of directors which shall include the officers of the Corporation. The number of directors shall be fixed by resolution of the board of directors within a range of not less than seven (7) and not more than fifteen (15). The board of directors may change the number of directors by amending these bylaws.

3.2 Election and Term of Office. Directors shall serve a two (2) year term, with eligibility for reelection. Typically the tenure is 3 consecutive terms, however, the board of directors may allow for more consecutive terms based on the individual situation. The term of office for directors shall commence on January 1.

3.3 Removal of Director. Any director may be removed from the board of directors by an affirmative vote of two-thirds (2/3) of the directors present at an official meeting of the board. At least ten (10) days notice to the proposed removal will be given to the involved director, who will be given an opportunity to be present and to be heard at the meeting at which the removal is considered. Any director who misses three (3) consecutive meetings over any 12 month period may be dismissed by majority vote of the board of directors.

3.4 Compensation of Directors. No compensation shall be paid to directors for their services as such, but directors may be reimbursed for actual expenses incurred by them in the performance of their duties.

3.5 Vacancies. The board may appoint one or more persons to serve as directors to fill an open position or unexpired term on the board when the number of directors is less than the total allowed by these bylaws. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

3.6 Resignation. Any director may resign at any time by giving written notice to the President or to the Secretary with a copy to the Executive Director. Such resignation shall take effect at the time specified therein.

3.7 Ex-officio Members. Ex-officio members of the board will be non-voting members.

3.7.1 At least one board of directors member shall be a member of the Dream Guild ("Guild") and appointed by the Guild.

3.7.2 The Executive Director of ADCT shall be an ex-officio member of the board of directors

3.7.3 The Director of Development of ADCT shall be an ex-officio member of the board of directors

3.8 General Standards of Conduct for Directors. Each director shall discharge his/her duties as a director with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner reasonably believed to be in the best interest of ADCT.

3.9 Limitation of Liability. Directors shall have no personal liability to ADCT or to any member for monetary damages for breach of fiduciary duty as a director; except that such provision does not eliminate or limit the liability of a director for monetary damages for any breach of a director's duty of loyalty to ADCT; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; acts specified in Colorado Revised Statutes 7-128-403 or 7-128-501©; or any transaction from which the director directly or indirectly derived an improper personal benefit. If the Colorado Revised Nonprofit Corporation Act hereafter is amended to authorize the further elimination of limitation of the liability of directors, then the liability of a director of ADCT, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. Further, no director shall be personally liable for any injury to the person or property arising out of a tort committed by an employee unless such director was personally involved in the situation giving rise to the litigation or unless such director committed a criminal offense in connection with such situation.

3.9.1 Insurance. By action of the board of directors, ADCT shall purchase and maintain insurance, in such scope and amounts as the board of directors deems appropriate, on behalf of any person who is or was a director, officer, employee, Advisory Board member, fiduciary or agent of ADCT, against any liability asserted against, or incurred by, such person in that capacity or arising out of his/her status as such, whether or not ADCT would have the power to indemnify him/her against such liability as provided by these bylaws. The insurance purchased will be a minimum of \$1M

3.10 Conflict of Interest. The board of directors may, by resolution, establish guidelines regarding conflicts of interest. Directors shall adhere to any guidelines established by the board of directors regarding conflicts of interest.

Article IV. Meetings of the Board of Directors

4.1 Meetings and Notice. The board of directors will hold regular meetings at least 4 times each calendar year at such time and place as determined by the board of directors. Dates for the year will be set and email notices will be sent out, as reminders, a minimum of one week prior to the date of the meeting.

4.1.1 Directors are expected to participate in at least three (3) meetings each year, two (2) of them may be via conference call.

4.2 Special Meetings. Special meetings of the board of directors may be called at any time by the President of the board of directors or by a majority of the board

4.3 Quorum and Voting. Two-third (2/3) of the number of directors serving on the board immediately before the meeting begins, shall constitute a quorum for transacting business. Directors may participate by telephone conference or similar communications technology. Each director shall have one vote on each matter submitted to a vote of the board. A simple majority affirmation vote if the directors voting is required to pass a motion before the board.

4.4 Action Without Meeting. Any action required or permitted to be taken by the board may be taken without a meeting if all members of the board shall individually to collectively consent in writing to such action. Such consents shall have the same effect as a unanimous vote of the board and shall be filed with the minutes of the proceedings of the board. Emails shall be considered consent in writing and shall be maintained in file.

Article V. Officers

5.1 Titles, Election and Term. The board of directors shall elect from its members the officers of ADCT, which shall include a president, vice-president, secretary and treasurer. Officers shall hold office for two years or until their qualified successors are elected or until their resignation, removal or death. In the event the position of secretary is not filled by a board of directors member, it may be filled with the ADCT Dir of Development position as a non-voting position. The officers shall be elected at the last meeting of the year and shall begin their positions January 1.

5.2 Duties of Officers

5.2.1 President: the President shall preside at each meeting and shall have and perform all duties customary to the office and shall perform whatever other duties the board of directors may from

time to time prescribe. The president shall meet with the ADCT Executive Director once a calendar year to assess the business activities and conduct a formal evaluation of the Executive Director and report those findings to the board of directors annually.

5.2.2 Vice-President: the Vice-President , in the absence of the President, shall perform the duties of the President. The Vice-President shall perform such other duties as may be assigned from time to time by the President or the board of directors.

5.2.3 Secretary: the Secretary shall be responsible for the keeping of the minutes of all meetings of the board of directors in a permanent location provided for that purpose, sign all documents of the corporation where the signature of the Secretary is required and perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned by the President or the board of directors.

5.2.4 Treasurer: the Treasurer shall be responsible for reporting and interpretation of financial matters to the board of directors, seeing that acceptable accounting procedures are applied to the books of the corporation, assisting, as needed, in the preparation of the budget and in, general, performing all duties incidental to the office of the treasurer and such other duties as from time to time may be assigned by the President or the board of directors.

Article VI. Committees

6.1 Standing Committees. The board of directors may establish the following (i) Fundraising and Events, (ii) Marketing and Communications, (iii) Finance and Legal, (iv) Operations and Management. The scope, authority, qualifications of members, terms of office and manner of acting of such committees shall be specified in the resolution creating such committee by the board of directors. A member of the board of directors shall chair each standing committee.

6.2 Executive Committee. The board of directors may, upon unanimous vote of all current board of directors, create and delegate its authority to an Executive Committee to handle business matters that arise between regularly scheduled board of director meetings.

6.2.1 The Executive Committee shall be comprised of the President, Vice-President, Secretary and Treasurer – the ADCT Executive Director serves ex-officio without vote.

6.2.2 The Executive Committee will meet as necessary, usually scheduling its meetings between regular meeting of the board of directors.

6.2.3 The Executive Committee is authorized to act on behalf of the board in budgetary matters not exceeding \$10,000.

6.2.4 The Executive Committee shall report all interim actions in writing at the next regular meeting of the board of directors.

Article VII. Advisory Board

7.1 Purpose. ADCT shall have one Advisory Board to assist the board of directors from time to time as requested and defined by the board of directors. The Advisory Board shall have no power or authority over any aspect of ADCT. Advisory Board members shall have no fiduciary duties or obligations to ADCT, other than to maintain confidentiality and not disclose any materials provided to or discussed by the individual in their capacity as an Advisory Board member. One or more members of the Advisory Board may participate in a regular board of directors meeting if they are invited by the board of directors.

Article VIII. Miscellaneous Provisions

8.1 Executive Director. The board of directors may hire and dismiss an Executive Director who, according to a written job description, has overall responsibility for the day-to-day management of ADCT. The board of directors will approve compensation and benefits for the Executive Director. The Executive Director shall report to the board of directors and work closely with the President.

8.1.1 Duties of the Executive Director shall include but not be limited to:

- a. Representing ADCT to the community
- b. Supervising all administrative functions of ADCT
- c. Managing the overall business of the organization and implement processes and procedures necessary to insure the future sustainability of ADCT
- d. Hiring, supervising, evaluating, and terminating staff according to policy, job description and compensation packages

8.2 Parliamentary Authority. Business meetings of ADCT shall be governed by Robert's Rules of Order, except as those rules may be superseded by these bylaws

8.3 Dream Guild. The Dream Guild was established as a support group organization and is governed by the Dream Guild of Adoption Dreams Come True Bylaws dated April 19, 2012. The relationship and respective responsibilities between the Dream Guild and Adoption Dreams Come True are defined in the organization's documents. As stated above, a member of the Dream Guild will act as an ex-officio member of the ADCT board of directors.

CERTIFICATION

These restated bylaws were amended and re-adopted at a meeting of the ADCT board of directors by a majority vote on February 17, 2017 and shall replace any preceding ADCT bylaws.

Singer DeReus
Secretary of the Board of Directors

2-17-2017
Date

Colin H. Felt
President of the Board of Directors

2/22/17
Date