

FAMILIES OF HOMICIDE VICTIMS & MISSING PERSONS, Inc.

BY-LAWS

A NONPROFIT CORPORATION

ARTICLE I

OFFICES

Section 1.1 **PRINCIPAL OFFICE.** The principle office of the corporation in the State of Colorado shall be located at 13939 Stone Chimney Lane, P.O. Box 145, Pine, Colorado 80470. The corporation may have such other offices, either within or outside of the State of Colorado, as the Board of Directors may designate, or as the business of the corporation may require from time to time.

Section 1.2 **REGISTERED OFFICE.** The registered office of the corporation, required by the Colorado Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the 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 II

MEMBERS

Section 2.1 **MEMBERS.** The corporation shall not have shareholders. The corporation may have members. Qualifications for membership shall be defined by the Board of Directors and shall be set forth in the by-laws of the corporation.

Section 2.2 **ANNUAL MEETING.** There shall be an annual meeting of the members of the corporation during the fourth quarter of the calendar year. At the annual meeting, members shall elect directors as set forth in these by-laws and conduct such other business as may properly come before the meeting. The time and place of the annual meeting shall be set by the Board of Directors. Notice of the annual meeting shall be sent to members of record by the Secretary of the corporation not later than two weeks prior to the annual meeting.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 **GENERAL POWERS.** The business and affairs of the corporation shall be managed by its Board of Directors.

Section 3.2 **PERFORMANCE OF DUTIES.** A director of the corporation shall perform his or her duties as a director, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such judgement as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons or groups listed in paragraphs (a), (b) and (c) of this section 3.2; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of

Section 3.7 QUORUM. A majority of the number of directors fixed by or pursuant to section 3.3 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 3.8 MANNER OF ACTING. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

All meetings of the board of directors shall be governed by the procedural rules set forth in the most recent edition of Roberts' Rules of Order.

Section 3.9 INFORMAL ACTION BY DIRECTORS. Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter thereof.

Section 3.10 PARTICIPATION BY ELECTRONIC MEANS. Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 3.11 VACANCIES. Any vacancy occurring in the Board of Directors may be filled by appointment by the remaining Board of Directors. A director appointed to fill a vacancy shall serve until his or her successor is appointed for the unexpired term of his or her predecessor in office.

Section 3.12 RESIGNATION. Any director of the corporation may resign at any time by giving written notice to the President or the Secretary of the corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.13 REMOVAL. Any director or directors of the corporation may be removed at any time, with or without cause, in the manner provided in the Colorado Nonprofit Corporation Act.

Section 3.14 COMMITTEES. By resolution adopted by a majority of the Board of Directors, the directors may designate two or more directors to constitute a committee, any of which shall have such authority in the management of the corporation as the Board of Directors shall designate and as shall be prescribed by the Colorado Nonprofit Corporation Act.

Section 3.15 COMPENSATION. Directors 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 at each meeting and may be paid for attendance at each meeting of the Board of Directors; but

signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time"

Section 4.6 VICE PRESIDENT. The Vice President (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall, in the absence of the President or in the event of his or her death, inability or refusal to act, perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time maybe assigned to him or her by the President or by the Board of Directors.

Section 4.7 SECRETARY. The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary 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.

Section 4.8 TREASURER. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-laws; and (c) in general perform all of the 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.

Section 4.9 ASSISTANT SECRETARIES AND ASSISTANT TREASURERS. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 4.10 BONDS. If the Board of Directors by resolution shall so require, any officer or agent of the corporation shall give bond to the corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

Section 4.11 SALARIES. The officers shall serve without salary.

Section 4.12 LOANS TO OFFICERS. No loans shall be made by the corporation to any officer or director of the corporation.

**ARTICLE IX
CORPORATE
SEAL**

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words "CORPORATE SEAL."

ARTICLE X WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these By-laws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Nonprofit Corporation Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

**ARTICLE XI
AMENDMENTS**

These By-laws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the directors present at any meeting of the Board of Directors at which a quorum is present.

**ARTICLE XII
EXECUTIVE COMMITTEE**

Section 12.1 APPOINTMENT. The Board of Directors by resolution adopted by a majority of the full Board, may designate two or more of its members to constitute an Executive Committee. The designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 12.2 AUTHORITY. The Executive committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending to the members the sale, lease or other disposition of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business, recommending to the members a voluntary dissolution of the corporation or a revocation thereof, or amending the By-laws of the corporation.

Section 12.3 TENURE AND QUALIFICATIONS. Each member of the Executive Committee shall hold office until the next regular annual meeting of the Board of Directors following his or her designation and until his or her successor is designated as a member of the Executive Committee and is elected and qualified.

ARTICLE XIII EMERGENCY BY-LAWS

The Emergency By-laws provided in this Article XIV shall be operative during any emergency in the conduct of the business of the corporation resulting from an attack on the United states or any nuclear or atomic disaster, notwithstanding any different provision in the preceding articles of the By-laws or in the Articles of Incorporation of the corporation or in the Colorado Nonprofit corporation Act. To the extent not inconsistent with the provisions of this Article, the Bylaws provided in the preceding articles shall remain in effect during such emergency and upon its termination the Emergency By-laws shall cease to be operative.

During any such emergency:

(a) A meeting of the Board of Directors may be called by any officer or director of the corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.

(b) At any such meeting of the Board of Directors, a quorum shall consist of the number of directors in attendance at such meeting.

(c) The Board of Directors, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers so to do.

(d) The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties.

(e) No officer, director or employee acting in accordance with these Emergency By-laws shall be liable except for willful misconduct.

(f) These Emergency By-laws shall be subject to repeal or change by further action of the Board of Directors or by action of the member(s) , but no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

Amendments of FOHVAMP By-Laws

At the April 10, 2004 meeting of the Board of Directors of Families of Homicide Victims and Missing Persons, Inc., the following non-discrimination policies were adopted and made a part of the by-laws of our organization:

This policy defines FOHVAMP's position on discrimination. This policy applies to FOHVAMP's employees and contractors.

FOHVAMP follows an equal opportunity employment policy and employs personnel without regard to race, creed, color, religion, national origin, sex, sexual orientation, age, physical or mental handicap, veteran status and marital status.

This policy also applies to internal promotions, training, opportunities for advancement, terminations, relationships with outside vendors and customers, use of contractors and consultants and in dealing with the general public.

Motion made by Mark Reichert

Seconded by James Stewart

Votes for 7 Votes against 0

Adopted (s) Kathy Anderson
Secretary

At the July 10th 2010 Board Meeting at Bears Inn in Evergreen, CO, a quorum being present, the Board of Directors heard the following motion:

It is moved that **Article II Members** be amended by the addition of the following paragraph 2.3:

2.3 Election of Directors. A nominating committee shall be appointed by the President (or, in her absence, the Board members present acting as a committee of the whole) at the Board meeting prior to the Annual Meeting. This nominating committee shall meet prior to the Annual Meeting and prepare a slate of nominees to fill those seats which are up for election. Any three members of the corporation may nominate a director by contacting the nominating committee, or any officer of the corporation, at least 30 days prior to the Annual Meeting and presenting the name of the consenting nominee.

All those present voted in the affirmative.

Adopted (s) Celestina Terry
Secretary

At a special teleconference meeting of the FOHVAMP Board of Directors on September 28, 2013, a quorum being present, the Board heard the following motions:

1. It is moved that the following be added as subsection (d) to paragraph 3.3 of the FOHVAMP By-laws:

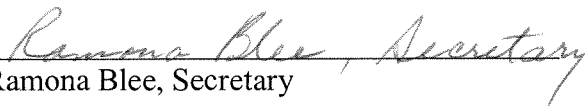
3.3 (d). Those who have served FOHVAMP in the role of Executive Director are not eligible to stand for election for membership on the corporation's Board of Directors.

The Motion was made by Board Member Michael L. Radelet and seconded by Board Member Vicky Hales.

Of the seven Directors who participated in the special meeting, five voted to approve the motion and two voted in opposition. The motion is thus adopted and is immediately entered as an amendment to the FOHVAMP by-laws.

2. It was moved by Michael Radelet, and seconded by Vicky Hales, that to by-laws be amended to allow the Board to elect an Acting President, if it so chooses, to complete the remainder the original person's term.in the event that the office of FOHVAMP President is vacant.

Six Directors participated in this vote. This motion passed with five Board members voicing approval and one stood opposed.


Ramona Blee, Secretary