

**BYLAWS OF ACCESS IDIOM, INC.,
A COLORADO NON-PROFIT CORPORATION**

Adopted: (date?)

INTRODUCTION

This document describes the structure and overall operation of the Access Idiom, Inc. (also referred to herein as the Corporation). It is primarily intended to provide a framework for business operations and to satisfy legal requirements. The Mission Statement, and other documents further describe Corporation goals, specific objectives, and operating procedures.

Mission Statement of Access Idiom, Inc.:

Access Idiom, Inc. creates opportunities for collaboration, education and artistic expression. This annual poetry convention empowers people with access to a broad scope of literary culture and performing arts, all built on the foundation of the word. Access Idiom, Inc. celebrates both the written and the spoken word as mediums for enjoyment and enrichment, and supports their practices throughout Colorado communities.

ARTICLE 1 - Business Office

Section 1

PRINCIPAL OFFICE: The principle office of the Corporation shall be located in the state of Colorado, at the place of residence of the President, or if there be none, the place of residence of the Secretary.

Section 2

CHANGE OF ADDRESS: The Board of Directors may change the designated location of the principal office.

Section 3

OTHER OFFICES: The Corporation may also have offices at such other places where it is qualified to do business, as its business and activities may require, as designated by the Board of Directors.

ARTICLE 2 - Nonprofit Purpose

Section 1

IRC SECTION 501(c)(3) PURPOSE: The Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations in Section 501(c)(3) of the Internal Revenue Code.

Section 2

SPECIFIC OBJECTIVES AND PURPOSES: The primary objective of the Corporation shall be to promote and encourage the creation, performance and preservation of poetry.

ARTICLE 3 - Non-Discrimination Policy

Section 1

Access Idiom, Inc. shall not discriminate in any programs or activities on the basis of race, national origin, color, creed, religion, sex, martial status, age, veteran status, sexual orientation, or disability.

ARTICLE 4 - Board of Directors

Section 1

NUMBER AND TERM OF DIRECTORS: The Board shall have up to FIVE (5) and not fewer than THREE (3) members. The board may receive reasonable compensation for expenses and services. Directors shall hold office for a term of TWO (2) consecutive years. If there are an odd number of elected Directors, the terms of a bare majority shall expire in even numbered years, and if there is an even number of elected Directors, the terms of one-half of the elected directors shall expire each year.

Section 2

NOMINATION AND ELECTION OF DIRECTORS: Elections to fill vacancies on the Board of Directors shall be held in the month of December. The Board shall solicit nominations prior to the election.

Section 3

MEETINGS: The Board of Directors shall meet at times and places set at the discretion of the Board. Special meetings of the Board may be called at any reasonable time by the President.

Section 4

MEETING NOTICE: The Secretary shall give notice my mail, email, or in person of all meetings of the Board to each Director at least SEVEN (7) days before each meeting.

Section 5

QUORUM: Unless otherwise designated in these bylaws, a simple majority of the Board of Directors shall constitute a quorum to conduct the business of the Corporation.

Section 6

ATTENDANCE: Three consecutive absences by a Director from Board meetings without an excuse deemed valid by the Board shall be construed as a resignation.

Section 7

REMOVAL FROM OFFICE: A Director may be removed from office by a unanimous vote of a quorum of the Directors.

Section 8

VACANCIES: Vacancies on the Board of Directors resulting from the death, resignation, or removal of a Director shall be filled at the next meeting of the Board of

Directors following such vacancy. Such appointments shall be by majority of vote of the Board, and will be effective until expiration of the term of office of the replaced Director.

Section 9

PAST PRESIDENT: The immediate past President of the Corporation, if not otherwise a member of the Board, shall serve as a Director for one year following the expiration of his or her term of office as President.

Section 10

VACANCIES: A vacancy in the office of President shall be filled by the Vice President until the expiration of the term of the office of President. A vacancy in any other office may be filled temporarily by the President by appointment. Vacancies shall be filled by the Board of Directors at the next regular meeting of the Board following such vacancy.

Section 11

NON-LIABILITY OF OFFICERS: No Officer or Director shall be personally liable to the Corporation for any debts or damages incurred by the Corporation.

Section 12

DUTIES OF PRESIDENT: The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and control the affairs of the Corporation and the activities of the Officers. The President shall chair all meetings of the Board of Directors and general meetings, and perform other duties as required by the Board of Directors.

Section 13

DUTIES OF THE VICE PRESIDENT: In the absence of the President, or in the event of his or her inability to act, the Vice President shall perform all duties of the President.

Section 14

DUTIES OF THE SECRETARY: The Secretary shall:

- (a) Record and keep minutes of all general meetings, meetings of the Board of Directors and if requested, minutes of committee meetings. Meeting minutes shall include the time and place of holding, attendees, and proceeding.
- (b) Be custodian of the records and seal of the Corporation, including the Articles of Incorporation and Bylaws.
- (c) Maintain archives of correspondence and legal documents resulting from the business of the Corporation as required by law and as directed by the Board of Directors.

Section 15

DUTIES OF THE TREASURER: The Treasurer shall:

- (a) Have charge and custody of all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors.
- (b) Receive and give receipt for any funds paid to the Corporation.

- (c) Disburse the funds of the Corporation as directed by the Board of Directors, taking proper vouchers for such disbursements.
- (d) Keep adequate and correct accounts of the Corporation's properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains, and losses.
- (e) Exhibit at any reasonable time the financial records of the Corporation to any Director upon request.
- (f) Report to the Board of Directors as requested on the financial transactions and condition of the Corporation.
- (g) Prepare financial statements for any required reports and, if necessary, arrange for certification of the financial reports of the Corporation.
- (h) Prepare an annual report summarizing the financial condition of the Corporation, including sources of income and categories of expenses, and make such summary available to the Board.
- (i) Maintain archives of the financial records of the Corporation as required by law and as directed by the Board of Directors.

Section 16

DUTIES OF OTHER OFFICERS: The Board of Directors shall specify the duties of any officers elected in addition to those described above. Any Officer whose duties include the receipt and disbursement of funds shall be subject to the same requirements as the Treasurer in the handling of such funds.

ARTICLE 5 - Committees

Section 1

APPOINTMENT: The President, with the approval of the Board of Directors, may authorize the appointment and define duties of such committees as necessary to carry out the business of the Corporation. The President shall appoint the Chair of each committee.

Section 2

DUTY OF COMMITTEE CHAIR: The Chair of each committee shall report to the Board of Directors as requested on committee proceedings. A committee Chair may designate a member of the committee to represent the committee at Board meetings.

Section 3

DURATION: The duration of committee appointments shall be at the will of the President and Board of Directors.

Section 4

POWERS: No committee or and member thereof shall take or make public any action or resolution, or in any way commit the Corporation on any matter of policy or matters of general public interest without having first received specific approval or instructions from the Board of Directors. No committee or member thereof shall commit the Corporation to any legal or financial obligation without prior approval of the Board of Directors.

ARTICLE 6 - Finances

Section 1

SOURCES: Sources of the funds for the operation of the Corporation shall include, not be limited to, proceeds of events sponsored by the Corporation, voluntary contributions, and grants and contributions from organizations or other sources whose purposes and functions are in harmony with the purpose of the Corporation.

Section 2

DEPOSITS AND WITHDRAWALS: The funds of the Corporation shall be deposited in such banks or trust companies as the Board of Directors shall designate. Withdrawals shall be by check signed by the President, Treasurer, or other officers designated by the Board.

Section 3

FISCAL YEAR: The fiscal year of the Corporation shall run from January 1 through December 31.

ARTICLE 7 - IRC 501(c)(3) Tax Exemption Provisions

Section 1

LIMITATIONS ON ACTIVITIES: No substantial part of the activities of this Corporation shall be the carrying of propaganda or otherwise attempting to influence legislation. This Corporation shall not participate or intervene in (including the publishing of statements) any political campaign on behalf of, or in opposition to, any candidates for public office.

Notwithstanding any other provisions of the Bylaws, this Corporation shall not carry on any activities not permitted to be carried on by (i) a Corporation exempt from federal income tax as described in Section(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible as described in Section 170 c)(2) of the Internal Revenue Code.

Section 2

PROHIBITION AGAINST PRIVATE INUREMENT: No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its directors, officers, or other private persons, except that Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3

DISTRIBUTION OF ASSETS: Upon the dissolution of Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation, or distribute such assets to the Talking Gourds Poetry Festival, Telluride, Colorado and/or Festival of Imagination, Del Norte, Colorado.

ARTICLE 8 - Amendments

The Board of Directors shall have the power to make, alter, or amend these Bylaws by majority vote at any meeting of the Board.

ARTICLE 9 - Rules of Order

Except as otherwise provided in these Bylaws and the Articles of Incorporation, Robert's Rules of Order shall control in all questions of parliamentary procedure.

ARTICLE 10 - Availability of Documents

Copies of these Bylaws and the Articles of Incorporation shall be kept by the Secretary, and made available to any Board Director on request.

ARTICLE 11 - Construction and Terms

If there is a conflict between these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall prevail.

Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions of these Bylaws shall be unaffected by such holding.

Signed:

Stewart S. Warren, President 4/25/2007