

S.A.V.E. FOUNDATION INC

ORIGINAL COMPLETE AMENDED AND RESTATED BYLAWS | OCTOBER 16, 2026

ARTICLE I — NAME, PURPOSE, AND LEGAL PRIORITY

The Corporation is organized primarily to promote social welfare under IRC § 501(c)(4), including social-work advocacy, community education, civic engagement, volunteerism, and resource navigation. Contributions shall not generally be represented as deductible charitable gifts.

ARTICLE II — NONMEMBERSHIP

The Corporation has no voting members. Donors, volunteers, supporters, and advisory participants acquire no voting rights solely by their participation.

ARTICLE III — ORIGINAL FOUNDER

David Melvin is the sole Original Founder and incorporator. This historical designation is permanent, personal, nontransferable, and distinct from employment, directorship, and officer positions. No change of title, restructuring, or substitution shall extinguish any independently valid Founder reserved power.

ARTICLE IV — DIRECTORS AND APPOINTMENT

The Board consists of one to seven directors, initially one director, subject to applicable law and the Articles. David Melvin serves as initial director. The Founder is the designated appointing person for additional directors and vacancies to the extent permitted by Colorado law. The Founder may remove Founder-appointed directors by written notice where law permits. Directors may be volunteers. All directors retain independent fiduciary duties.

ARTICLE V — FOUNDER RESERVED APPROVAL

To the extent legally effective, prior written approval of David Melvin is required for amendments to governing documents; changes to director appointment or removal rules; creation of voting members; merger, conversion, dissolution, or disposition of substantially all assets; fundamental changes to mission or name; transfers of material control over core digital platforms, trademarks, or fundraising systems; and any purported transfer, reduction, or circumvention of Founder powers. The Articles of Incorporation must separately establish any approval rights required to be stated in the Articles, including under C.R.S. § 7-130-301. No veto supersedes mandatory law, court orders, or nondelegable fiduciary duties.

ARTICLE VI — ANTI-CIRCUMVENTION

Protected Founder rights may not be evaded by relabeling roles, modifying quorum or voting rules, creating substitute committees or entities, delegating authority indirectly, or using materially equivalent transactions. This provision does not bar lawful investigations, regulatory access, or legally required corrective actions.

ARTICLE VII — FOUNDER AND EXECUTIVE DIRECTOR

David Melvin is designated Founder and Executive Director and shall be the principal administrator of day-to-day operations, subject to lawful Board oversight, the Articles, and approved budgets. Responsibilities include programs, volunteer supervision, staff and contractors, website and technology administration, fundraising operations, vendor relationships, ordinary-course contracts, implementation of approved budgets, and compliance reporting. The Board may authorize the Executive Director to sign contracts and execute transactions within documented limits. The Founder may also hold an officer position if properly appointed.

ARTICLE VIII — EXECUTIVE REMOVAL SAFEGUARDS

Except when immediate protective action is legally required, a proposed removal of David Melvin as Executive Director requires written grounds, reasonable notice and opportunity to respond, disinterested review, and a written decision. A two-thirds affirmative vote of disinterested directors then serving is required to the extent lawful and practicable. This does not create guaranteed lifetime employment, bar legally necessary action, or extinguish independent Founder rights.

ARTICLE IX — BANKING ADMINISTRATION AND ACCOUNT SECURITY

David Melvin, as Founder and Executive Director, is designated primary banking administrator and financial account custodian. Subject to lawful corporate and financial-institution requirements, the Founder/Executive Director administers bank accounts, merchant processors including Stripe, accounting systems, user permissions, credentials, authorized payment initiation, and account-security settings. No volunteer director or other person receives transactional credentials or authority to change banking or platform settings merely by holding a position. Additional access or signatory authority requires proper corporate and bank authorization. The Board retains rights to records, financial reporting, independent reconciliation, oversight, legally required access, and approval of conflicted transactions. The Founder cannot unilaterally approve personal compensation or self-dealing.

ARTICLE X — FINANCIAL STEWARDSHIP AND FIDUCIARY DUTIES

The Executive Director serves as designated financial steward and oversees budgets, receipts, restricted funds, expenditure records, account reconciliations, safeguards, and required filings. The Corporation shall maintain accounts and records separate from personal funds and the other S.A.V.E. corporation. Directors and officers retain their respective fiduciary duties. Compensation, reimbursements, and related-party arrangements must be lawful, documented, reasonable, and reviewed by disinterested decision-makers where required.

ARTICLE XI — MEETINGS, RECORDS, AND POLICIES

The Board shall meet at least annually. Quorum is a majority of directors then in office unless a higher standard applies. Remote meetings and written actions must comply with Colorado law. The Corporation shall preserve minutes, consents, governance documents, financial statements, contracts, tax filings, and conflict-of-interest policies.

ARTICLE XII — INDEMNIFICATION AND DISSOLUTION

Indemnification is available only as permitted by Colorado law. Upon dissolution, remaining assets after liabilities shall be distributed under the Articles and applicable federal tax law; no assets shall be distributed to private persons except in satisfaction of lawful obligations.

ARTICLE XIII — AMENDMENTS, ADOPTION, AND EFFECTIVE DATE

These bylaws are intended to supersede prior bylaws upon valid adoption on October 16, 2026. Prior lawful actions remain valid. Any amendment is subject to applicable law, the Articles, and legally effective Founder consent rights. Invalid provisions are severable; mandatory law and the Articles control.

SOLE-DIRECTOR WRITTEN ACTION / CERTIFICATE

I, David Melvin, acting as sole director to the extent authorized under the Corporation's governing documents and Colorado law, approve and adopt these complete Amended and Restated Bylaws, effective October 16, 2026 upon valid adoption. These bylaws supersede earlier bylaws prospectively upon valid adoption.

Signature: D.M. Date: 10/16/2026

David Melvin | Original Founder / Director / Executive Director