

**BYLAWS
OF
HYPERFORM DESIGN CO-OP, INC.**

ARTICLE I
Name

The name of the Corporation is Hyperform Design Co-op, Inc.

ARTICLE II
Offices

The principal office of this corporation in the State of Colorado shall be located at 227 Broadway, Suite 205, Denver, CO 80203.

ARTICLE III
Members

The Corporation shall have no members. The Board of Directors shall have sole voting power.

ARTICLE IV
Board of Directors

A. Number. The corporation shall have at least three (3) directors. The number of directors may be increased or decreased from time-to-time by the Board of Directors.

B. Election and Term. The term of office for Directors appointed to serve on the Board of Directors shall be one (1) year. Each Director shall hold office for the term to which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office or death. [Need to revise to provide for staggered board with three year terms]

C. Removal or Resignation. Any Director may, by notice in writing to the Board of Directors, resign at any time. Any Director may be removed with or without cause by a vote or written consent of a majority of the Board of Directors. The notice to the Directors for the meeting must state the Director or Directors sought to be removed. Where more than one Director is sought to be removed, there must be a separate vote or separate written consent for each Director. A Director who is removed is not eligible for reelection until the next annual meeting. The term of any Director who engages in any activity constituting a Designated Conflict of Interest (as defined below), as determined by the Board of Directors in its sole discretion, shall automatically terminate. Any Director who resigns, is removed or whose term is otherwise terminated must turn over all corporation records in his or her possession to the Board of Directors within 72 hours.

D. Vacancies. Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors authorized to so vote or appoint in accordance with this Article IV. The Directors shall have the right to fill such vacancies (whether or not temporarily filled by the remaining Directors) at any meeting of the Board of Directors called for that purpose. Any Directors elected or appointed to fill such vacancy shall serve until the next election of Directors and until their successors are elected and qualified.

E. Quorum and Transaction of Business. A majority of the whole authorized number of Directors shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at the time and place appointed for any meeting of the Board of Directors, a majority of those Directors present may adjourn the meeting from time to time until a quorum shall be present. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

F. Annual Meeting. Annual meetings of the Board of Directors shall be held at the time and place designated by the Board of Directors.

G. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places, within or without the State of Colorado as the Board of Directors may, by resolution, determine. The Secretary shall give notice of each such resolution to any Director who was not present at the time it was adopted. No further notice of a regular meeting need be given.

H. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman, or by the Secretary if so requested in writing by a majority of the members of the Board of Directors. These special meetings shall be held at such times and places, within or without the State of Colorado as may be specified in such call, and shall be preceded by ten (10) days notice to each Director.

I. Notice of Annual or Special Meetings. Notice of the time and place of each annual or special meeting shall be given to each Director by the Secretary or by the person or persons calling the meeting. Such notice need not specify the purpose or purposes of the meeting. It may be given in any manner, provided it is given at such time so that the Director receiving it may have reasonable opportunity to participate in the meeting. Such notice shall be deemed to have been timely given if mailed at least two days prior to the meeting and directed to the address of each Director as shown on the secretary's records. If a meeting is to be held by telephone or web conference, the notice shall set forth the telephone number or email address, as shown upon the secretary's records, at which each Director may be reached for purposes of participation in the meeting and shall state that the Secretary must be notified if a Director desires to be reached at a different telephone number or email address. Notice shall be deemed to have been waived by any Director who shall participate in such meeting without protesting the lack of proper notice prior to or at the commencement of the meeting. Notice may be waived, in writing, by any Director either before or after such meeting.

J. Action Without Meeting. Any action which may be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without such meeting by one or more written consents signed by all Directors, or all members of a committee, setting forth the action to be taken. The written consents shall be filed with the Secretary of the Corporation and inserted by the Secretary of the Corporation in the permanent records relating to meetings of the Board of Directors and Committees.

K. Compensation. The Directors shall receive no compensation for their services. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity (e.g. providing contracted architectural services) and receiving reasonable compensation for such services.

L. Powers. All corporate powers must be exercised by or under the authority of, and the officers of the Corporation shall be managed under the direction of, the Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

M. Meetings Held Through Communications Equipment. Meetings of the Board of Directors or any committee of the Board of Directors may be conducted through any means of

communications by which all Directors participating can simultaneously hear each other during the meeting and participating in a meeting by such means shall be deemed to be present in person at the meeting.

ARTICLE V Officers

A. Election. The officers of the Corporation shall be a Chairman of the Board of Directors (~~who shall be a Director~~), ~~an Executive Director, one or more~~ Vice Chairmen, ~~one or more~~ Vice Presidents, a Secretary and a Treasurer. The Board of Directors may also elect such additional officers as it deems desirable. Any two or more offices may be held by the same person. Officers shall be elected by a majority vote of the Board of Directors and shall hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualified.

B. Duties. The officers of the Corporation shall have such authority and perform such duties as are customarily incident to their respective offices and such other and further duties as may from time to time be required of them by the Board of Directors.

- (1) Chairman. The Chairman ("Chairman") shall exercise general supervision and control over all activities of the Corporation. The Chairman shall serve as Chairman of the Board of Directors. The Chairman may sign, with the Secretary or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors, by these Bylaws or by law to some other officer or agent of the Corporation; and in general the Chairman shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors.
- (2) ~~Executive Director. The Executive Director shall exercise general supervision and control over all activities of the Corporation subject to the direction of the Board of Directors. The Executive Director:~~
 - (a) ~~may sign, with the Secretary or other officer duly authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors, by these Bylaws or by law to some other officer or agent of the Corporation; and~~
 - (b) ~~shall perform all other duties generally incident to the office of a president and such other duties as may be prescribed by the Board of Directors.~~
- (3) Vice Chairman. In the absence of the Chairman or in the event of the Chairman's inability or refusal to act, the Vice Chairman or vice chairmen in the order of their election shall perform the duties of the Chairman, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairman. Any vice chairman shall perform such additional duties as may from time-to-time be assigned to him by the Chairman or by the Board of Directors.
- (4) ~~Vice Presidents. In the absence of the Executive Director or in the event of the Executive Director's inability or refusal to act, the Vice President or vice presidents~~

~~in the order of their election shall perform the duties of the Executive Director, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Executive Director. Any vice president shall perform such additional duties as may from time to time be assigned to him by the Executive Director or by the Board of Directors.~~

(5) Treasurer. If so required by the Board of Directors, the Treasurer shall:

- (a) give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate;
- (b) have charge and custody of, and be responsible for, all funds and securities of the Corporation;
- (c) receive and give receipts for monies due and payable to the Corporation from any source and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and
- (d) perform all duties generally incidental to the office of Treasurer and such other duties as may from time-to-time be assigned to the Treasurer by the Executive Director or by the Board of Directors.

(6) Secretary. The Secretary shall:

- (a) keep the minutes of meetings 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 these Bylaws or as required by law;
- (c) be custodian of the corporate records and of the seal of the Corporation;
- (d) keep a membership book containing the names and addresses of all Directors of the corporation, and with respect to any membership which has been terminated record that fact together with the date of termination; and
- (e) exhibit to any Director of the corporation, or to a Director's agent, or to any person or agency authorized by law to inspect, at all reasonable times Bylaws, the Articles of Incorporation, the membership book, the minutes of any meeting, and the other records of the Corporation.

(7) Assistant Treasurers and Assistant Secretaries. The assistant Treasurers and assistant Secretaries, in general, shall perform such duties as may be assigned to them by the Board of Directors, the Executive Director or the Treasurer of the Corporation. If so required by the Board of Directors, the assistant Treasurers shall give bonds for the faithful discharge of their duties, in such sums and with such sureties as the Board of Directors may deem appropriate.

C. Removal or Resignation. Any officer may be removed with or without cause by the affirmative vote of a majority of the Board of Directors. Any officer may, by notice in writing to the Board of Directors, resign at any time.

ARTICLE VI
Committees

A. Board Committees. The Board of Directors may provide for such standing or special committees, including executive, finance, audit, public relations, educational, quality control, member services and community programs committees, as it deems desirable and discontinue these committees at its pleasure. The composition of each committee shall be as determined by the Board of Directors in its sole discretion. Each such committee shall consist of at least one Director designated by the Board of Directors, which Director shall have the authority, subject to the Board of Directors, to oversee the committee, appoint the members thereof, appoint a member of such committee to be the chairperson and appoint voting members. Committees shall have such powers and perform such duties or functions, not inconsistent with law, as may be delegated to them by the Board of Directors, except that no such committee shall have the authority to:

- (a) fill vacancies on the Board of Directors or any other committee thereof; or
- (b) adopt, amend, or repeal these Bylaws.

A majority of the voting members of each committee present at any committee meeting shall constitute a quorum. Committees may adopt rules and regulations for its meetings and the conduct of its activities, provided these rules and regulations are not inconsistent with these Bylaws. Each committee shall keep minutes of all of its meetings. Board committees shall keep full records and accounts of their proceedings and transactions. Any action by a Board committee shall be reported to the Board of Directors at its next meeting after such action. Actions taken by committees shall be subject to control, revision and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected. Vacancies in such committees shall be filled by the Board of Directors.

B. Advisory Committees. The Board of Directors may establish one or more advisory committees, to serve in an advisory capacity to the Corporation's officers and Directors so long as such Advisory Committee shall not operate to relieve the Board of Directors, or any Director individually, of any responsibility imposed on it or such Director by these Bylaws, or by law. Except as may otherwise be provided by resolution, members of advisory committees shall be selected by appointment of the Chairman. Any member may be removed by the person or persons who appointed such member, if the interests of the Corporation would be best served by such removal.

ARTICLE VII
Indemnification and Insurance

A. Authorization. The Corporation shall indemnify against liability, any Director, or officer, or any former Director or officer, of the Corporation or any person who is serving or has served at the request of the Corporation as a director, trustee or officer of another corporation, partnership, joint venture, trust or other enterprise (and his or her heirs, executors and administrators) (each an "Indemnified Person") to the fullest extent permitted by the law of the State of Colorado. For avoidance from doubt, no Indemnified Person shall be indemnified by the Corporation with respect to the provision of architectural or other professional services, whether in connection with a program engaged in or sponsored by the Corporation or otherwise. Each Architect in Charge (as defined below) shall be solely responsible for obtaining and maintaining appropriate insurance in connection with each program engaged in or sponsored by the Corporation for which such person is designated the Architect in Charge.

B. Insurance. The Corporation, to the extent permitted by the law of the State of Colorado, may purchase and maintain insurance on behalf of any person who is or was a Director or

officer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee or officer of another corporation partnership, joint venture, trust or other enterprise.

C. Limitation. Anything to the contrary notwithstanding, the Corporation shall not indemnify members, Directors, officers or other persons or entities, pay their expenses in advance or pay insurance premiums on their behalf if such indemnification payment, advance expense payment or payment of insurance premiums shall constitute a violation of any of the provisions of the Revenue Code of 1986 applicable to an organization described in Section 501(c)(3) thereof or the corresponding provisions of any applicable future United States Internal Revenue law.

D. Architect in Charge. The Board of Directors shall designate an “Architect in Charge” for all programs of the Corporation that involve professional services. The Architect in Charge shall be a licensed architect in good standing in the applicable jurisdiction or jurisdictions. If the need arises to appoint an Architect in Charge before a Board of Directors meeting can reasonably be held, the Executive Director shall appoint an interim Architect in Charge, pending Board of Directors approval. Any Architect in Charge may be removed for cause by the Board of Directors. For the purposes hereof, “Cause” means [need to add definition: lose or suspended license or lose insurance, add notice provisions re insurance, breach conflicts of interests policy, other very bad things]

ARTICLE VIII

Contracts, Checks, Deposits, And Funds

A. Contracts. The Board of Directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general, or confined to specific instances.

B. Gifts and Contributions. The Board of Directors or an executive committee may:

- (1) accept on behalf of the Corporation any contribution, gift, bequest, or devise of any type of property (“donations”), for the general and special charitable purposes of the Corporation, on such terms as the Board of Directors or committee shall approve;
- (2) hold such funds or property in the name of the Corporation or of such nominee or nominees as the Board of Directors or committee may appoint;
- (3) collect and receive the income from such funds or property;
- (4) devote the principal or income from such donations to such benevolent and charitable purposes as the Board of Directors or committee may determine; and
- (5) enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after approval of such agreement by the Board of Directors or committee devote the principal or income from that donation according to the agreement.

C. Deposits. All funds of the Corporation shall be deposited from time-to-time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

D. Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as the Board of Directors shall from time-to-time by resolution determine; provided, that the applicable Architect in Charge is hereby authorized to sign checks in connection with any program engaged in or sponsored by the Corporation for which such person is designated the Architect in Charge. In the absence of such determination, such instruments shall be signed by the Treasurer or an assistant Treasurer, and countersigned by the Executive Director, Chairman or a Vice Chairman of the Corporation.

ARTICLE IX
Fiscal Year

The fiscal year of the Corporation shall be the twelve-month period ending on the last day of December.

ARTICLE X
Conflict of Interest

A. Disclosure of Conflicts of Interests. A Director or officer of the Corporation shall disclose to the Board of Directors and/or the appropriate Board of Directors Committees all facts and circumstances related to any transactions, activities, contracts and other dealings being considered before the Board of Directors and/or its Committees which might directly or indirectly involve such Director or officer of the Corporation in a duality or conflict of interest with the Corporation. The disclosure shall be noted in the Board of Directors and/or Committee minutes. Conflicts of interest may include full time employment at an architecture firm not affiliated with the Corporation or engagement in volunteer activities that are contrary to the purpose of the Corporation (“Designated Conflicts of Interest”).

B. Procedures for Conflicts of Interests. Upon such disclosure and if a majority of the then-present disinterested Directors at the Board of Directors Meeting and/or at the appropriate Committee meeting determines that the conflict or duality of interest exists and is material to the particular matter being considered, all Board of Directors and/or Committee proceedings regarding such matter shall be governed by the following procedures which shall be noted in the Board of Directors and/or Committee minutes:

- (1) The interested Director or officer of the Corporation shall further disclose any significant facts within the knowledge of such Director or officer of the Corporation which may indicate that the matter might adversely affect the Corporation; may briefly state the such Director’s or officer’s position on the particular matter and answer pertinent questions; but shall refrain from exerting in any manner such Director’s or officer’s personal influence over the decision of such matters; and
- (2) Thereafter, if requested by the Board of Directors and/or Committee, the interested Director or officer of the Corporation shall be absent from all discussions, recommendations, determinations and decisions concerning the particular matter; and
- (3) The Board of Directors and/or Committee shall take no action on the matter unless and until a quorum of disinterested Directors is present; and

- (4) The interested Director or officer of the Corporation shall not vote on the particular matter.

ARTICLE XI
Nondiscrimination Policy

This policy states the Corporation's position on discrimination. This policy applies to all employees, volunteers, members, clients, and contractors of the Corporation.

The Corporation follows an equal opportunity employment policy and employs personnel without regard to race, creed, color, ethnicity, national origin, religion, sex, sexual orientation, gender expression, age, physical or mental ability, veteran status, military obligations, and marital status.

This policy also applies to internal promotions, appointments, training, opportunities for advancement, educational programs, terminations, outside vendors, members and customers, service clients, use of contractors and consultants, and dealings with the general public.

ARTICLE XII
Loans to Directors, Officers and Employees

Loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, may not be made by the Corporation to its Directors, officers, or employees, or to any other corporation, firm, association, or other entity in which one or more of its Directors, officers, or employees is a Director, officer, or employee or holds a substantial financial interest. A loan made in violation of this Article is a violation of the duty to the Corporation of the Directors or officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan may not be affected thereby.

ARTICLE XIII
Record of Directors

The Secretary of the Corporation shall keep or cause to be kept a book, which may be included in and be a part of the book containing the minutes of meetings of Directors, in which shall be written the names of all Directors and the date each became a member or Director. Upon the termination of any membership or Directorship for any cause, the date of termination and the facts relating thereto shall be recorded in this book. It shall be the duty of every Director, promptly upon becoming such, to furnish the Secretary of the Corporation with his or her address and to report promptly to the Secretary any change in his or her address.

ARTICLE XIV
Amendments

These Bylaws may be amended, added to or repealed, or new Bylaws may be adopted, by the Board of Directors by a majority vote of the Directors present at a meeting at which a quorum is present.

CERTIFICATE

The undersigned hereby certifies that she/he is the duly elected and acting Secretary of the Corporation named herein and that the foregoing is a true copy of the Bylaws of said Corporation duly adopted by action of the Directors dated the ____ day of _____, 2011, and hereby

further certifies that such Bylaws have not been amended or rescinded and remain in full force and effect at the date hereof.

DATED this ____ day of _____, 2011.

_____/s/_____
Secretary