



## **ORGANIZATIONAL CONSENT OF THE BOARD OF DIRECTORS OF THE WAC CLEARINGHOUSE (a Colorado nonprofit corporation)**

Pursuant to Colorado Revised Statutes §7-128-202 of the Colorado Revised Nonprofit Corporation Act, as amended, the undersigned, being all of the members of the Board of Directors of The WAC Clearinghouse, a Colorado nonprofit corporation (the “Corporation”), hereby adopt the following resolutions by unanimous written consent as if a formal meeting had been duly called and held for said purposes.

### Sole Incorporator

RESOLVED, that the incorporator of the Corporation be and hereby is forever discharged and indemnified by the Corporation from and against any expense or liability incurred by reason of having been an incorporator of the Corporation.

### Articles of Incorporation

RESOLVED, that the Articles of Incorporation of the Corporation as issued by the Colorado Secretary of State and attached hereto as **Exhibit A** are hereby accepted and adopted as the Articles of Incorporation of this Corporation and the same be placed in the Corporation's minute book.

### Bylaws

RESOLVED, that the Bylaws attached hereto as **Exhibit B** be, and they hereby are, adopted as the Bylaws of the Corporation, and that a copy of such Bylaws be placed in the Corporation's minute book.

### Officers

RESOLVED, that the following persons are hereby elected to the offices set forth opposite their respective names to serve as the officers of the Corporation for the succeeding year, until they resign, are removed, or until their successor(s) are duly elected and qualified:

<b>Name</b>	<b>Office</b>
Michael E. Palmquist	Chair
Ann M. Blakeslee	Treasurer
Christopher Basgier	Secretary
Heather M. Falconer	Vice Chair

### Policies

RESOLVED, that the conflict of interest, document retention, and whistleblower policies attached hereto as **Exhibit C** are hereby accepted and adopted as the policies of the Corporation and the same be placed in the Corporation's minute book.

### Governmental Filings

RESOLVED, that each of the appropriate officers of the Corporation be, and each of them hereby is, authorized and directed to prepare and file on behalf of the Corporation appropriate forms, including an application to the Internal Revenue Service, seeking qualification of the Corporation as an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code and to which contributions will be deductible for the purposes of federal income, estate and gift taxes, each such officer being further authorized and directed to execute and deliver all other documents and do all other things deemed by him or her to be necessary or desirable in connection with the preparation and filing of such forms.

### Bank/Funds

RESOLVED, that First National Bank of Omaha is designated as the depository of the Corporation.

### Signatory Authority

RESOLVED, that the Chair, Treasurer, and Executive Director (if appointed), and either of them acting alone, are each authorized to negotiate, prepare, execute and deliver any and all checks, financial instruments, agreements, contracts, and other documents (collectively, "Documents") on behalf of the Corporation; provided, however, that if any one Document would legally obligate the Corporation for an amount of Three Thousand Dollars (\$3,000.00) or more, such Document must be signed by both the Chair and the Treasurer.

### Fiscal Year End

RESOLVED, that the fiscal year end of the Corporation shall be June 30.

This Organizational Consent and any executed counterparts shall constitute one instrument and shall be filed in the Minute Book of the Corporation. Electronic signatures and signatures transmitted by .PDF or electronic signatures shall be binding as if they were original signatures.

*[signature page to follow]*

The undersigned, being all of the members of the Board of Directors of The WAC Clearinghouse, have executed this Organizational Consent on the date indicated below, but effective May \_\_, 2024.

**DIRECTORS:**

Date Signed: \_\_\_\_\_

\_\_\_\_\_  
Michael E. Palmquist

Date Signed: \_\_\_\_\_

\_\_\_\_\_  
Ann M. Blakeslee

Date Signed: \_\_\_\_\_

\_\_\_\_\_  
Christopher Basgier

Date Signed: \_\_\_\_\_

\_\_\_\_\_  
Sue Doe

Date Signed: \_\_\_\_\_

\_\_\_\_\_  
Heather M. Falconer

Date Signed: \_\_\_\_\_

\_\_\_\_\_  
Lindsey M. Harding

Date Signed: \_\_\_\_\_

\_\_\_\_\_  
Yndalecio Isaac Hinojosa

Date Signed: \_\_\_\_\_

\_\_\_\_\_  
Rebecca Hallman Martini

Date Signed: \_\_\_\_\_

\_\_\_\_\_  
Susan Wolff Murphy

Date Signed: \_\_\_\_\_

\_\_\_\_\_  
Lee Nickoson

Date Signed: \_\_\_\_\_

\_\_\_\_\_  
Karen P. Peirce

Date Signed: \_\_\_\_\_

\_\_\_\_\_  
Michael A. Pemberton

Date Signed: \_\_\_\_\_

\_\_\_\_\_  
Kristen Welch

**EXHIBIT A**

**(see attached Articles of Incorporation)**

**EXHIBIT B**

**(see attached Bylaws)**

**EXHIBIT C**

**(see attached Policies)**