

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2007

Open to Public Inspection

Department of the Treasury Internal Revenue Service(77)

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2007 calendar year, or tax year beginning, 2007, and ending

- B Check if applicable: Address change, Name change, Initial return, Termination, Amended return, Application pending

C Please use IRS label or print or type. See specific instructions. Denver Police Foundation, 1331 Cherokee Street, Denver, CO 80204

D Employer Identification Number: 84-1510625; E Telephone number: 303-940-1424; F Accounting method: Cash, Accrual

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

- H and I are not applicable to section 527 organizations; H (a) Is this a group return for affiliates?; H (b) If 'Yes,' enter number of affiliates; H (c) Are all affiliates included?; H (d) Is this a separate return filed by an organization covered by a group ruling?

G Web site: www.denverpolicefoundation.org

J Organization type (check only one): 501(c) 3

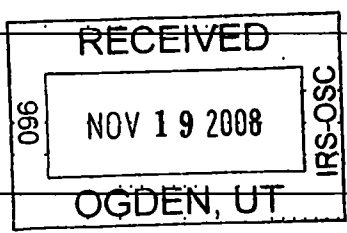
K Check here if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000

I Group Exemption Number; M Check if the organization is not required to attach Schedule B

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12: 1,144,113

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

Table with 21 rows and multiple columns for revenue and expenses. Includes sub-rows for contributions, program revenue, investment income, and special events. Total revenue: 933,070. Total expenses: 285,704. Net assets at end of year: 1,294,060.



SCANNED DEC 17 2008

Handwritten numbers: 617, 3

Part II Statement of Functional Expenses All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others (See Instruct)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach sch) (cash \$ _____ non-cash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22a			
22b Other grants and allocations (att sch) See Stmt 2 (cash \$ <u>85,787.</u> non-cash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22b	85,787.	85,787.	
23 Specific assistance to individuals (attach schedule) St 3	23	63,387.	63,387.	
24 Benefits paid to or for members (attach schedule)	24			
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	25a	110,000.	71,500.	27,500.
b Compensation of former officers, directors, key employees, etc listed in Part V-B	25b	0.	0.	0.
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	25c	0.	0.	0.
26 Salaries and wages of employees not included on lines 25a, b, and c	26			
27 Pension plan contributions not included on lines 25a, b, and c	27			
28 Employee benefits not included on lines 25a - 27	28			
29 Payroll taxes	29	8,052.	5,234.	2,013.
30 Professional fundraising fees	30			805.
31 Accounting fees	31	5,000.		5,000.
32 Legal fees	32	308.		308.
33 Supplies	33	806.		806.
34 Telephone	34	855.		855.
35 Postage and shipping	35	8.		8.
36 Occupancy	36			
37 Equipment rental and maintenance	37			
38 Printing and publications	38			
39 Travel	39	667.		667.
40 Conferences, conventions, and meetings	40	1,446.		1,446.
41 Interest	41	26.		26.
42 Depreciation, depletion, etc (attach schedule)	42	669.		669.
43 Other expenses not covered above (itemize)				
a See Statement 4	43a	8,693.		8,693.
b	43b			
c	43c			
d	43d			
e	43e			
f	43f			
g	43g			
44 Total functional expenses. Add lines 22a through 43g (Organizations completing columns (B) - (D), carry these totals to lines 13 - 15)	44	285,704.	225,908.	47,991.
				11,805.

Joint Costs. Check if you are following SOP 98-2
 Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If 'Yes,' enter (i) the aggregate amount of these joint costs \$ _____, (ii) the amount allocated to Program services \$ _____; (iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ▶ See Statement 5 All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	Program Service Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts, but optional for others)
a <u>Financial assistance to police officers and families</u> ----- ----- ----- (Grants and allocations \$ _____) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	63,387.
b <u>Fund grants for Denver Police Department public safety programs.</u> ----- ----- ----- (Grants and allocations \$ _____) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	155,176.
c <u>Various charitable contributions, such as Health Fair, Orphans Fund, and merchandise.</u> ----- ----- ----- (Grants and allocations \$ _____) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	7,345.
d ----- ----- ----- (Grants and allocations \$ _____) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
e Other program services (Grants and allocations \$ _____) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services) ▶	225,908.

BAA

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
ASSETS	45 Cash – non-interest-bearing	228,260.	45	711,917.
	46 Savings and temporary cash investments	418,434.	46	416,183.
	47a Accounts receivable	47a 8,480.		
	b Less: allowance for doubtful accounts	47b	47c	8,480.
	48a Pledges receivable	48a 238,340.		
	b Less: allowance for doubtful accounts	48b	48c	238,340.
	49 Grants receivable		49	
	50a Receivables from current and former officers, directors, trustees, and key employees (attach schedule)		50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)		50b	
	51a Other notes and loans receivable (attach schedule)	51a		
	b Less: allowance for doubtful accounts	51b	51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges		53	
	54a Investments – publicly-traded securities	▶ <input type="checkbox"/> Cost <input type="checkbox"/> FMV	54a	
	b Investments – other securities (attach sch)	▶ <input type="checkbox"/> Cost <input type="checkbox"/> FMV	54b	
	55a Investments – land, buildings, & equipment basis	55a 2,231.		
	b Less: accumulated depreciation (attach schedule) Statement 6	55b 669.	55c	1,562.
	56 Investments – other (attach schedule)		56	
	57a Land, buildings, and equipment basis	57a		
b Less: accumulated depreciation (attach schedule)	57b	57c		
58 Other assets, including program-related investments (describe ▶ _____)		58		
59 Total assets (must equal line 74) Add lines 45 through 58		646,694.	59	1,376,482.
LIABILITIES	60 Accounts payable and accrued expenses		60	
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a Tax-exempt bond liabilities (attach schedule)		64a	
	b Mortgages and other notes payable (attach schedule)		64b	
	65 Other liabilities (describe ▶ <u>See Statement 7</u> _____)		65	82,422.
66 Total liabilities. Add lines 60 through 65		0.	66	82,422.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74			
	67 Unrestricted	534,861.	67	938,064.
	68 Temporarily restricted	111,833.	68	355,996.
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
	73 Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72 (Column (A) must equal line 19 and column (B) must equal line 21).	646,694.	73	1,294,060.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73	646,694.	74	1,376,482.

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See the instructions.)

a	Total revenue, gains, and other support per audited financial statements		a	1,144,111.
b	Amounts included on line a but not on Part I, line 12:			
	1 Net unrealized gains on investments ...	b1		
	2 Donated services and use of facilities	b2		
	3 Recoveries of prior year grants	b3		
	4 Other (specify) -----	b4		
	Add lines b1 through b4		b	
c	Subtract line b from line a		c	1,144,111.
d	Amounts included on Part I, line 12, but not on line a:			
	1 Investment expenses not included on Part I, line 6b	d1		
	2 Other (specify): See Stmt 8 -----	d2		-211,041.
	Add lines d1 and d2		d	-211,041.
e	Total revenue (Part I, line 12) Add lines c and d		e	933,070.

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total expenses and losses per audited financial statements		a	484,800.
b	Amounts included on line a but not on Part I, line 17:			
	1 Donated services and use of facilities	b1		
	2 Prior year adjustments reported on Part I, line 20	b2		
	3 Losses reported on Part I, line 20	b3		
	4 Other (specify): See Stmt 9 -----	b4		211,041.
	Add lines b1 through b4		b	211,041.
c	Subtract line b from line a		c	273,759.
d	Amounts included on Part I, line 17, but not on line a:			
	1 Investment expenses not included on Part I, line 6b	d1		
	2 Other (specify): See Stmt 10 -----	d2		11,945.
	Add lines d1 and d2		d	11,945.
e	Total expenses (Part I, line 17) Add lines c and d		e	285,704.

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated) (See the instructions)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans and deferred compensation plans	(E) Expense account and other allowances
----- See Statement 11		110,000.	0.	0.

Part VI Other Information (continued)

		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
b	If 'Yes,' you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III)		
82 b	47,888.		
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	N/A	
85 a	501(c)(4), (5), or (6) Were substantially all dues nondeductible by members?	N/A	
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	N/A	
	If 'Yes' was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year		
c	Dues, assessments, and similar amounts from members	N/A	
d	Section 162(e) lobbying and political expenditures	N/A	
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	N/A	
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	N/A	
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	N/A	
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	N/A	
86	501(c)(7) organizations Enter: a Initiation fees and capital contributions included on line 12	N/A	
b	Gross receipts, included on line 12, for public use of club facilities	N/A	
87	501(c)(12) organizations Enter: a Gross income from members or shareholders	N/A	
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them)	N/A	
88 a	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Part IX		X
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Part XI		X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ 0, section 4912 ▶ 0, section 4955 ▶ 0.		
b	501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If 'Yes,' attach a statement explaining each transaction.		X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.		
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization ▶ 0.		
e	All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		X
f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?		X
g	For supporting organizations and sponsoring organizations maintaining donor advised funds Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
90 a	List the states with which a copy of this return is filed ▶ None		
b	Number of employees employed in the pay period that includes March 12, 2007 (See instructions.)		1
91 a	The books are in care of ▶ Telephone number ▶ 720-913-6748 Located at ▶ 1331 Cherokee Street, Denver, CO ZIP + 4 ▶ 80204		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If 'Yes,' enter the name of the foreign country ▶		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		

Part VI Other Information (continued)

Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States? 91 c Yes No

If 'Yes,' enter the name of the foreign country

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here N/A

and enter the amount of tax-exempt interest received or accrued during the tax year 92 N/A

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees & contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings & temporary cash invmnts			14	19,723.	
96 Dividends & interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from pers prop					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events			12		
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))				19,723.	
105 Total (add line 104, columns (B), (D), and (E))					19,723.

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
N/A	

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If 'Yes' to (b), file Form 8870 and Form 4720 (see instructions).

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13).

106 Did the reporting organization **make** any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If 'Yes,' complete the schedule below for each controlled entity

Yes	No
	X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	-----			
b	-----			
c	-----			
Totals				

107 Did the reporting organization **receive** any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If 'Yes,' complete the schedule below for each controlled entity

Yes	No
	X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	-----			
b	-----			
c	-----			
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No
	X

Please Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

▶ Jane Norton Signature of officer Date 11/17/08

▶ Jane Norton, Executive Direc Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ Larry William Neu Date 11/15/08 Check if self-employed

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ Larry W. Neu & Company, PC
789 Sherman St., Suite 450
Denver, CO 80203-3427

Preparer's SSN or PTIN (See General Instruction XX) _____

EIN ▶ 84-1026157 Phone no ▶ (303) 863-0630

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under
Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information — (See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ.**

OMB No 1545-0047

2007

Name of the organization: **Denver Police Foundation** Employer identification number: **84-1510625**

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See instructions. List each one. If there are none, enter 'None.')

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account and other allowances
None				
Total number of other employees paid over \$50,000	0			

Part II – A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See instructions. List each one (whether individuals or firms). If there are none, enter 'None.')

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services	0	

Part II – B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter 'None.' See instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of other contractors receiving over \$50,000 for other services	0	

Part III Statements About Activities (See instructions.)

1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If 'Yes,' enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ N/A
 (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)

	Yes	No
1		X

Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking 'Yes' must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities

2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is 'Yes,' attach a detailed statement explaining the transactions)

a Sale, exchange, or leasing of property?

2a		X
----	--	---

b Lending of money or other extension of credit?

2b		X
----	--	---

c Furnishing of goods, services, or facilities?

2c		X
----	--	---

d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?

2d		X
----	--	---

e Transfer of any part of its income or assets?

2e		X
----	--	---

3a Did the organization make grants for scholarships, fellowships, student loans, etc? (If 'Yes,' attach an explanation of how the organization determines that recipients qualify to receive payments.)

Stmt 12

3a	X	
----	---	--

b Did the organization have a section 403(b) annuity plan for its employees?

3b		X
----	--	---

c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' attach a detailed statement

3c		X
----	--	---

d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?

3d		X
----	--	---

4a Did the organization maintain any donor advised funds? If 'Yes,' complete lines 4b through 4g If 'No,' complete lines 4f and 4g

4a		X
----	--	---

b Did the organization make any taxable distributions under section 4966?

4b	N/A	
----	-----	--

c Did the organization make a distribution to a donor, donor advisor, or related person?

4c	N/A	
----	-----	--

d Enter the total number of donor advised funds owned at the end of the tax year ▶ N/A

e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year . ▶ N/A

f Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ▶ 0

g Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ▶ 0.

Part IV Reason for Non-Private Foundation Status (See instructions.)

I certify that the organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6 A school Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 A federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
- 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). **Enter the hospital's name, city, and state** ▶ -----
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A.)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A.)
- 11b A community trust Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 An organization that normally receives: (1) **more than 33-1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions – subject to certain exceptions, and (2) **no more than 33-1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization ▶
 - Type I
 - Type II
 - Type III-Functionally Integrated
 - Type III-Other

Provide the following information about the supported organizations. (See instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total					0.

- 14 An organization organized and operated to test for public safety Section 509(a)(4) (See instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12) *Use cash method of accounting.*

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	297,426.	160,191.	152,498.	87,550.	697,665.
16 Membership fees received					0.
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	266,664.	23,066.	36,850.	29,550.	356,130.
18 Gross income from interest, dividends, arnts rec'd from payments on securities loans (sec 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less sec. 511 taxes) from businesses acquired by the organization after June 30, 1975	14,858.	8,911.	5,025.	7,170.	35,964.
19 Net income from unrelated business activities not included in line 18					0.
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0.
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					0.
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					0.
23 Total of lines 15 through 22	578,948.	192,168.	194,373.	124,270.	1,089,759.
24 Line 23 minus line 17	312,284.	169,102.	157,523.	94,720.	733,629.
25 Enter 1% of line 23	5,789.	1,922.	1,944.	1,243.	

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24. **N/A**

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts.

c Total support for section 509(a)(1) test: Enter line 24, column (e)

d Add: Amounts from column (e) for lines: **18** _____ **19** _____
22 _____ **26b** _____

e Public support (line 26c minus line 26d total)

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))**

26a	
26b	
26c	
26d	
26e	
26f	%

27 Organizations described on line 12:

a For amounts included in lines 15, 16, and 17 that were received from a 'disqualified person,' prepare a list for your records to show the name of, and total amounts received in each year from, each 'disqualified person.' Do not file this list with your return. Enter the sum of such amounts for each year:

(2006) _____ 58,417. (2005) _____ 84,965. (2004) _____ 12,500. (2003) _____ 24,408.

b For any amount included in line 17 that was received from each person (other than 'disqualified persons'), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:

(2006) _____ 99,344. (2005) _____ 40,000. (2004) _____ 40,000. (2003) _____ 0.

c Add: Amounts from column (e) for lines **15** _____ 697,665. **16** _____
17 _____ 356,130. **20** _____ **21** _____

d Add: Line 27a total _____ 180,290. and line 27b total _____ 179,344.

e Public support (line 27c total minus line 27d total).

f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) **27f** | 1,089,759.

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))**

h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))**

27c	1,053,795.
27d	359,634.
27e	694,161.
27g	63.70 %
27h	3.30 %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See instructions.)
 (To be completed ONLY by schools that checked the box on line 6 in Part IV)

N/A

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If 'Yes,' please describe; if 'No,' please explain. (If you need more space, attach a separate statement) ----- ----- -----		
32 Does the organization maintain the following:		
a Records indicating the racial composition of the student body, faculty, and administrative staff?		
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d Copies of all material used by the organization or on its behalf to solicit contributions? If you answered 'No' to any of the above, please explain. (If you need more space, attach a separate statement) ----- -----		
33 Does the organization discriminate by race in any way with respect to:		
a Students' rights or privileges?		
b Admissions policies?		
c Employment of faculty or administrative staff?		
d Scholarships or other financial assistance?		
e Educational policies?		
f Use of facilities?		
g Athletic programs?		
h Other extracurricular activities? If you answered 'Yes' to any of the above, please explain. (If you need more space, attach a separate statement.) ----- ----- -----		
34a Does the organization receive any financial aid or assistance from a governmental agency?		
b Has the organization's right to such aid ever been revoked or suspended? If you answered 'Yes' to either 34a or b, please explain using an attached statement		
35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev Proc 75-50, 1975-2 C B. 587, covering racial nondiscrimination? If 'No,' attach an explanation		

Part VI-A Lobbying Expenditures by Electing Public Charities (See instructions.)
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

N/A

Check **a** if the organization belongs to an affiliated group Check **b** if you checked 'a' and 'limited control' provisions apply

Limits on Lobbying Expenditures

(The term 'expenditures' means amounts paid or incurred)

	(a) Affiliated group totals	(b) To be completed for all electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
41 Lobbying nontaxable amount Enter the amount from the following table –		
If the amount on line 40 is –		
Not over \$500,000		
Over \$500,000 but not over \$1,000,000		
Over \$1,000,000 but not over \$1,500,000		
Over \$1,500,000 but not over \$17,000,000		
Over \$17,000,000		
The lobbying nontaxable amount is –		
20% of the amount on line 40		
\$100,000 plus 15% of the excess over \$500,000		
\$175,000 plus 10% of the excess over \$1,000,000	41	
\$225,000 plus 5% of the excess over \$1,500,000		
\$1,000,000		
42 Grassroots nontaxable amount (enter 25% of line 41)	42	
43 Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	
Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.		

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.
 See the instructions for lines 45 through 50)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots non-taxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See instructions)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

- a Volunteers
- b Paid staff or management (Include compensation in expenses reported on lines c through h.)
- c Media advertisements
- d Mailings to members, legislators, or the public
- e Publications, or published or broadcast statements
- f Grants to other organizations for lobbying purposes
- g Direct contact with legislators, their staffs, government officials, or a legislative body
- h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
- i Total lobbying expenditures (add lines c through h.)

Yes	No	Amount

If 'Yes' to any of the above, also attach a statement giving a detailed description of the lobbying activities

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Statement 1
Form 990, Part I, Line 9
Net Income (Loss) from Special Events

Special Events	Gross Receipts	Less Contributions	Gross Revenue	Less Direct Expenses	Net Income (Loss)
Police Officers Ball	247,734.	39,476.	208,258.	204,353.	3,905.
Other	2,785.	0.	2,785.	6,690.	-3,905.
Total	<u>\$ 250,519.</u>	<u>\$ 39,476.</u>	<u>\$ 211,043.</u>	<u>\$ 211,043.</u>	<u>\$ 0.</u>

Statement 2
Form 990, Part II, Line 22b
Other Grants and Allocations

Cash Grants and Allocations

Class of Activity:	Community Services	
Donee's Name:	Merchandise and Other Programs	
	Denver, CO	
Amount Given:		\$ 7,345.
Class of Activity:	Community Services	
Donee's Name:	Denver Police Dept	
	Denver, CO	
Amount Given:		78,442.
Total Grants and Allocations		<u>\$ 85,787.</u>

Statement 3
Form 990, Part II, Line 23
Specific Assistance to Individuals

Financial assistance to police officers	\$ 63,387.
Total	<u>\$ 63,387.</u>

Statement 4
Form 990, Part II, Line 43
Other Expenses

	(A) Total	(B) Program Services	(C) Management & General	(D) Fundraising
Bank and merchant fees	15.		15.	
Board and Staff Appreciation	1,430.		1,430.	
Consulting	2,275.		2,275.	
Dues/Subscriptions	1,114.		1,114.	
Insurance	1,708.		1,708.	
Landscape Expense	40.		40.	
Marketing	115.		115.	
Meals/Entertainment	2,262.		2,262.	

Statement 4 (continued)
Form 990, Part II, Line 43
Other Expenses

	(A) Total	(B) Program Services	(C) Management & General	(D) Fundraising
Miscellaneous	-266.		-266.	
Total	<u>\$ 8,693.</u>	<u>\$ 0.</u>	<u>\$ 8,693.</u>	<u>\$ 0.</u>

Statement 5
Form 990, Part III
Organization's Primary Exempt Purpose

To provide financial assistance to Denver Police Dept officers and their families when needs arise due to death, disability, illness, injury, or similar catastrophic circumstance.

To provide grants for equipment and training for the Denver Police Public Safety Programs.

Statement 6
Form 990, Part IV, Line 55b
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value
Furniture and Fixtures	\$ 2,231.	\$ 669.	\$ 1,562.
Total	<u>\$ 2,231.</u>	<u>\$ 669.</u>	<u>\$ 1,562.</u>

Statement 7
Form 990, Part IV, Line 65
Other Liabilities

Other Payable	\$ 79,212.
Payroll Liabilities	3,207.
Visa	3.
Total	<u>\$ 82,422.</u>

Statement 8
Form 990, Part IV-A, Line d(2)
Other Amounts

Expenses of special events	\$ -211,041.
Total	<u>\$ -211,041.</u>

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Statement 9
Form 990, Part IV-B, Line b(4)
Other Amounts

Expenses of special events	\$ 211,041.
Total	\$ <u>211,041.</u>

Statement 10
Form 990, Part IV-B, Line d(2)
Other Amounts

Accrued payroll taxes	\$ 3,207.
Prior year expenses	8,738.
Total	\$ <u>11,945.</u>

Statement 11
Form 990, Part V-A
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Stephen Adele P O Box 17172 Golden, CO 80402	Director 0	\$ 0.	\$ 0.	\$ 0.
Marco Vasquez 1331 Cherokee St Denver, CO 80204	Vice-Chairman 0	0.	0.	0.
Kenneth Chavez 1331 Cherokee St Denver, CO 80204	Vice President 0	0.	0.	0.
Brian Gallagher 1331 Cherokee St Denver, CO 80204	President 0	0.	0.	0.
David Caldiero 1331 Cherokee St Denver, CO 80204	Vice President 0	0.	0.	0.
Christian Anschutz 1700 Lincoln St, Suite 4100 Denver, CO 80203	Chairman 0	0.	0.	0.
Tracie Keesee 1331 Cherokee St Denver, CO 80204	Vice President 0	0.	0.	0.

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Statement 11 (continued)
Form 990, Part V-A
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Sue Anschutz-Rodgers 555 17th St, Suite 2400 Denver, CO 80202	Director 0	\$ 0.	\$ 0.	\$ 0.
H Gregory Austin 555 17th St, Suite 3200 Denver, CO 80202	Director 0	0.	0.	0.
Robert H Bach 1700 Lincoln St, Suite 4100 Denver, CO 80202	Director 0	0.	0.	0.
Jan Tyler 1368 S Edison Way Denver, CO 80222	Director 0	0.	0.	0.
John Fuller, Sr 1515 Arapahoe, Suite 1200 Denver, CO 80202	Director 0	0.	0.	0.
John Gart 299 Milwaukee, Suite 500 Denver, CO 80206	Director 0	0.	0.	0.
Thomas W Honig 1740 Broadway, C7300-504 Denver, CO 80274	Director 0	0.	0.	0.
M Doak Jacoway 8055 E Tufts Ave, Suite 1410 Denver, CO 80237	Director 0	0.	0.	0.
Thomas P Johnson 1550 17th St, Suite 500 Denver, CO 80202	Director 0	0.	0.	0.
Douglas L Jones 475 17th St, Suite 940 Denver, CO 80202	Director 0	0.	0.	0.
Thomas Lyons 1125 17th St, Suite 600 Denver, CO 80202	Secretary 0	0.	0.	0.
Jerry McMorris P O Box 216 Timnath, CO 80547	Vice President 0	0.	0.	0.

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Statement 11 (continued)
Form 990, Part V-A
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Michael O'Donnell 1801 California St, Suite 3600 Denver, CO 80202	Director 0	\$ 0.	\$ 0.	\$ 0.
Suzanne Mencer 410 17th St, 22nd Floor Denver, CO 80202	Director 0	0.	0.	0.
Jane Norton 1700 Lincoln St, Suite 4100 Denver, CO 80203	Executive Direc 0	110,000.	0.	0.
Ric Padilla 1801 California St, 50th Floor Denver, CO 80202	Director 0	0.	0.	0.
Michael Shea 7262 S Boulder Rd Boulder, CO 80303	Director 0	0.	0.	0.
Charlotte Travis 14210 Country Hill Drive Brighton, CO 80601	Director 0	0.	0.	0.
Melicia Chavez 1331 Cherokee St Denver, CO 80204	Director 0	0.	0.	0.
Mike Fetrow 1331 Cherokee St Denver, CO 80204	Director 0	0.	0.	0.
Robert Fruend 1331 Cherokee Denver, CO 80204	Director 0	0.	0.	0.
Tony Lombard 1331 Cherokee Denver, CO 80204	Director 0	0.	0.	0.
L Elaine Neal 5085 Uvalda St Denver, CO 80239	Director 0	0.	0.	0.
Victoria Oliver 1331 Cherokee Denver, CO 80204	Director 0	0.	0.	0.

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Statement 11 (continued)
Form 990, Part V-A
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Adriel Torres 1331 Cherokee Denver, CO 80204	Director 0	\$ 0.	\$ 0.	\$ 0.
Morey Troy 183 S Pontiac Denver, CO 80230	Director 0	0.	0.	0.
J C Tyus 1331 Cherokee Denver, CO 80204	Director 0	0.	0.	0.
Danny Veith 1331 Cherokee Denver, CO 80204	Director 0	0.	0.	0.
James Wheeler 1355 S Colorado Blvd Denver, CO 80222	Director 0	0.	0.	0.
Christine Wiley 700 W 39th Ave Denver, CO 80216	0	0.	0.	0.
	Total	<u>\$ 110,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 12
Schedule A, Part III, Line 3a
Qualifications of Recipients Receiving Grants or Loans

Recipients of financial aid must complete a financial assistance application and meet the following requirements:

1. That the applicant is a full-time (active) certified Denver Police Officer.
2. That the need for assistance has evolved from an incident arising from or due to death, disability, illness, injury or some other catastrophic circumstance, and that circumstance which caused the need occurred while the individual was employed within the Denver Police Department as a sworn Denver Police Officer.
3. That the need for assistance is specifically for either the regularly appointed or full time employed officer, spouse and/or dependent child (as defined under applicable state law).
4. That the applicant has exhausted all other remedies to obtain financial assistance prior to the application (i.e., Credit Union, Savings, Deferred Compensation, Etc.). Confirmations, certified copies and other legal releases may be required.

2007

Federal Supplemental Information

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The organization changed it's method of accounting from Cash to Accrual to comply with the provisions of SFAS 116, Accounting for Contributions Recieved and Contributions Made. The change in method did not result in any Section 481(a) adjustment to be reported on Line 20 of Form 990.

CHANGE OF NAME

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION FOR A NONPROFIT CORPORATION

Form 305 Revised July 1, 2002
Filing fee: \$25.00
Deliver to: Colorado Secretary of State
Business Division,
1560 Broadway, Suite 200
Denver, CO 80202-5169

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

20031139947 C
\$ 25.00
SECRETARY OF STATE
05-01-2003 11:52:17

This document must be typed or machine printed.

Copies of filed documents may be obtained at www.sos.state.co.us

ABOVE SPACE FOR OFFICE USE ONLY

19991140596
Pursuant to § 7-130-105, Colorado Revised Statutes (C.R.S.), the individual named below causes these Articles of Amendment to the Articles of Incorporation to be delivered to the Colorado Secretary of State for filing, and states as follows:

1. The entity name of the nonprofit corporation is: _____
Denver Police Officers Foundation

(If this amendment includes a change of name for the corporation, indicate the corporation name PRIOR to this amendment)

2. Text of the amendment adopted (attach additional sheets if needed): _____
Name changed from Denver Police Officers Foundation to Denver Police Foundation

3. The amendment to the Articles of Incorporation was adopted on (date) April 21, 2003
in the manner indicated below *(mark appropriate procedure)*:

- The amendment was adopted by the board of directors or incorporators without member action and member action was not required
- The amendment was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group
- An approval of the amendment was obtained by some person or persons other than the members, the board of directors, or the incorporators required pursuant to § 7-130-301 C.R.S.

4. The (a) name or names, and (b) mailing address or addresses, of any one or more of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are: _____
Edward Leger, 1331 Cherokee Street, Denver, Colorado 80204

OPTIONAL. The electronic mail and/or Internet address for this entity is/are: e-mail _____
Web site _____

The Colorado Secretary of State may contact the following authorized person regarding this document:
name Edward Leger address 1331 Cherokee Street, Denver, Colorado 80204
voice 303-884-1115 fax _____ e-mail _____

Disclaimer: This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.



Attachment D

AMENDED AND RESTATED
BYLAWS
OF
DENVER POLICE FOUNDATION
As Amended 4/3/2007

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**ARTICLE I
OFFICES**

Section 1.1 Business Offices. The principal office of the corporation shall be located in the City and County of Denver, Colorado. The corporation may have such other offices, either within or outside Colorado, as the board of directors may designate or as the affairs 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 Colorado may be, but need not be, the same as the principal office if in Colorado, and the address of the registered office may be changed from time to time by the board of directors or by the officers of the corporation.

**ARTICLE II
MEMBERS**

Section 2.1 No Members. The corporation shall have no members.

**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, except as otherwise provided in the Colorado Nonprofit Corporation Act, the articles of incorporation or these bylaws.

Section 3.2 Number, Nomination, Classes, Election, Tenure. The number of directors of the corporation shall be not less than 11 nor more than 60. Any action of the board of directors to increase or decrease the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these bylaws effecting such increase or decrease. Directors shall be elected by a majority vote of the directors then in office. Each director shall serve from the date of his or her appointment and acceptance until the next annual meeting of the board of directors unless he or she resigns or is removed sooner.

Section 3.3 Class A Directors. There shall be not less than 5 nor more than 45 Class A Directors. The Class A Directors shall be representatives of the community as a whole. None of the Class A Directors may be an elected official of or employee of the City and County of Denver. The Class A Directors, or a committee comprised of Class A Directors, shall be primarily responsible to oversee and administer the Public Safety Program of the Corporation described in Article XIII of these Bylaws.

Section 3.4 Class B Directors. There shall be not less than 5 nor more than 15 Class B Directors. The Class B Directors shall consist of at least one Deputy Chief, Division Chief or Commander of Police.

One Class B Directors shall be representative of each of the following organizations:

One director representative of Denver Police Brotherhood

One director representative of Denver Black Police Officers Organization

One director representative of Denver Police Latino/a Organization

One director representative of Police Protective Association

One director representative of Denver Police Women's Organization

Other organizations representing groups within the Police Department may be added by a vote of the Class B Directors.

The organization represented shall be asked to submit a nomination to the board of directors for election to the board of directors. If the represented organization is unable to submit a nomination, the directors shall nevertheless elect a representative member to the board of directors who is a member of or otherwise able to represent such organization as a member of the board of directors of the corporation.

In addition, there may be Class B Directors representing the general community that are not associated with the Police Department and additional Class B. Directors that are active or retired police officers.

The Class B Directors shall be primarily responsible to oversee and administer the Police Officers' Charitable Aid Program described in Article XIII of these Bylaws.

Section 3.5 Voting. All voting members of the board of directors may vote on matters concerning the corporation, provided, however, that no change may be made to the Police Officers' Charitable Aid Program without the affirmative vote of a majority of a quorum of the Class B Directors and no change may be made to the Public Safety Program without the affirmative vote of a quorum of the Class A Directors.

Section 3.6 Advisory Directors. The board of directors, by charter or resolution, may establish a nonvoting advisory board consisting of individuals whose skills, knowledge or contributions may benefit the corporation, including but not limited to, the Chief of Police.

Section 3.7 Meetings. In addition to regular and special meeting of the directors, Class A or Class B Directors or committees thereof may hold separate meetings for the limited purpose of overseeing the separate programs with which they are charged.

Section 3.8 Vacancies. Any director may resign at any time by giving written notice to the chair of the board or to the president of the corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed at any time, with or without cause, by a vote of a majority of the remaining directors and a majority of the directors of his/her class. Any vacancy occurring in the board of directors may be filled by a vote of the remaining directors of his/her class, with election as a Class B director following the nomination and class procedures set forth in Section 3.2. A director elected to fill a vacancy shall be appointed for the unexpired term of such director's predecessor in the office.

Section 3.9 Regular Meetings. A regular annual meeting of the board of directors shall be held during the first four months of each year for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The board of directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

Section 3.10 Special Meetings. Special meetings of the board of directors may be called by or at the request of the chair of the board, the president or two or more directors for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The board of directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

Section 3.11 Notice. Notice of each meeting of the board of directors stating the place, day and hour of the meeting shall be given to each director at the director's business address at least two days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least one day prior thereto by personal delivery of written notice or by telephonic, E-mail, telegraphic, telex or facsimile notice (and the method of notice need not be the same as to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If telegraphed, such notice shall be deemed to be given when the telegram is delivered to the telegraph company. If transmitted by telex, E-mail or facsimile, such notice shall be deemed to be given when the transmission is completed. Neither the business to be transacted at, nor the purpose of, any meeting of the board of directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 3.12 Waiver of Notice. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.13 Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to

dissent shall not apply to a director who voted in favor of such action.

Section 3.14 Quorum and Voting. Twenty percent (20%) of the directors, twenty percent (20%) of the Class A Directors, and thirty percent (30%) of the Class B Directors, respectively, shall constitute a quorum for the transaction of business at any meeting of the board of directors or any matter requiring the consent of a class of directors, as the case may be, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No director may vote or act by proxy at any meeting of directors.

Section 3.15 Compensation. The board of directors shall have authority to fix the compensation of directors consistent with their terms and responsibilities established by the board. Directors may be paid their reasonable expenses incurred in connection with attendance at board or committee meetings. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity, subject to the provisions of Section 7.6 of these bylaws.

Section 3.16 Meetings by Telephone. Members of the board of directors or any committee thereof may participate in a meeting of the board or committee by means of conference telephone 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 3.17 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the directors or any committee thereof 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 committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the directors or committee members.

ARTICLE IV

COMMITTEES

Section 4.1 Executive Committee.

(a) Designation. There may, but shall not be required, an Executive Committee of the board of directors which shall consist of three directors, and such officers of the corporation, or other persons, as the board of directors shall deem appropriate and in the best interests of the corporation, which Executive Committee may be elected by the board for a term of one year. The chair of the board shall serve as chair of the Executive Committee.

(b) Powers. The Executive Committee shall have such powers to act on behalf of the board of directors of the Corporation as may be delegated to the Executive Committee by the board of directors of the Corporation.

(c) Classes. There may, but shall not be required, to be an executive committee of the Class B Directors or of the Class A Directors, which shall consist of directors or such other persons as the respective Classes of the board of directors shall deem appropriate and in the best interests of the Corporation. Such executive committees, if any, of different classes of directors, shall have such powers to act on behalf of the respective classes of directors as may be delegated to any executive committee by such classes of directors of the Corporation.

Section 4.2 Audit Committee.

(a) Designation. There may, but shall not be required, an Audit Committee of the board of directors which shall consist of not less than two directors of the corporation, none of whom may be employed by or be an officer of the corporation. The Audit Committee may be elected by the board of directors of the corporation for a term of one year. The board of directors of the corporation may elect one of the members of the Audit Committee as chair. The term of the chair shall be one year. No director shall serve more than three consecutive one-year terms as chair or as a member of the Audit Committee.

(b) Powers. The Audit Committee shall recommend to the board of directors annually who shall be employed as the independent auditors of the corporation, shall visit with such auditors, shall receive and review the annual audit and other

reports of such auditors and shall perform such other duties as the board of directors may from time to time direct.

Section 4.3 Other Committees. The board of directors may designate such additional committees as it deems necessary or desirable. The board of directors shall appoint the members of such additional committees in the manner, for the terms and with such duties and functions as may be prescribed by the board of directors.

Section 4.4 Meetings. Each committee shall meet from time to time on the call of its chair, the chair of the board of the corporation or of any two or more members of the committee, such meetings to be held at the date, time and place as may be designated in the notice of the meeting given by the person so authorized by these bylaws. Notice of the date, time and place of each meeting of the committee shall be given to each member of the committee either in person, by mail, telegraph or telephone, no later than one day prior to the meeting; such notice need not state the purpose or purposes of the meeting. The committee shall keep regular minutes of its meetings and proceedings.

Section 4.5 Quorum. At any meeting of a committee, thirty percent (30%) of members thereof shall constitute a quorum. The acts of a majority of the members of the committee at a meeting at which a quorum is present shall be the acts of the committee.

Section 4.6 Vacancies. Vacancies on any committee shall be filled by the board of directors at a regular meeting of the board or at any special meeting called for that purpose.

ARTICLE V OFFICERS AND AGENTS

Section 5.1 Number and Qualifications. The elected officers of the corporation shall be a chair of the board, a vice-chair, a president, a vice-president, a secretary and a treasurer. The board of directors may also appoint such other officers as it deems necessary. Except as provided in these bylaws, officers need not be directors of the corporation. All officers must be at least eighteen years old.

Section 5.2 Election and Term of Office.

(a) General. The elected officers of the corporation shall be elected by the board of directors at each regular annual meeting of the board. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified, or until the officer's earlier death, resignation or removal.

(b) Presidential Successor. The president shall be a Class B Director. The Class B Directors may establish planned succession naming one or more vice presidents planned to succeed to the office of president. If the board of directors meeting to name officers does not take place to coincide with the planned succession, the designated president may succeed to the office of president according to the succession plan.

Section 5.3 Compensation. The compensation of the officers shall be as fixed from time to time by the board of directors, and no officer shall be prevented from receiving a salary or other compensation as an officer by reason of the fact that such officer is also a director of the corporation. However, during any period in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 5.4 Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 5.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the president or to the board of directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

Section 5.6 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the chair of the board, the president, the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) Chair of the Board. The chair of the board shall (i) preside at all meetings of the board of directors; (ii) see that all orders and resolutions of the board of directors are carried into effect; and (iii) perform all other duties incident to the office of chair of the board and as from time to time may be assigned to the chair by the board of directors. A Class B Director must be either chair of the board or a vice-chair, and a Class A Director must be either chair or a vice-chair.

(b) Vice-Chair. The vice-chair or vice-chairs shall assist the chair and shall perform such duties as may be assigned to them by the chair or by the board of directors. The vice-chair (or if there is more than one, then the vice-chair designated by the board of directors, or if there be no such designation, then the vice-chairs in order of their election) shall, at the request of the chair, or in the chair's absence or inability or refusal to act, perform the duties of the chair and when so acting shall have all the powers of and be subject to all the restrictions on the chair. A Class B Director must be either chair of the board or a vice-chair, and a Class A Director must be either chair or a vice-chair shall be a Class B Director.

(c) President. The president shall, subject to the direction and supervision of the board of directors, (i) preside at meetings of the Class B Directors; (ii) see that all orders and resolutions of the board of directors are carried into effect; and (iii) perform all other duties incident to the office of president and as from time to time may be assigned to the president by the board of directors. The President shall be a Class B Director.

(d) Vice-Presidents. The vice-president or vice-presidents, if any, shall assist the president and shall perform such duties as may be assigned to them by the president or by the board of directors. The vice-president (or if there is more than one, then the vice-president designated by the board of directors, or if there be no such designation, then the

vice-presidents in order of their election) shall, at the request of the president, or in the president's absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions on the president. At least one vice-president shall be a Class A Director.

(e) Secretary. The secretary shall (i) keep the minutes of the proceedings of the board of directors and all committees of the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(f) Treasurer. The treasurer shall (i) be the principal financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the corporation and the results of its operations; (iv) upon request of the board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or the board of directors. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the treasurer.

Section 5.7 Surety Bonds. The board of directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as

shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

ARTICLE VI INDEMNIFICATION

Section 6.1 Definitions. For purposes of this Article VI, the following terms shall have the meanings set forth below:

(a) "Corporation" means the corporation and, in addition to the resulting or surviving corporation, any domestic or foreign predecessor entity of the corporation in a merger, consolidation or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) "Expenses" means the actual and reasonable expenses, including attorneys' fees, incurred by a party in connection with a proceeding.

(c) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to a private corporation or an employee benefit plan) or expense incurred with respect to a proceeding.

(d) "Official Capacity" when used with respect to a director of the corporation means the office of director in the corporation, and when used with respect to a person in a capacity other than as a director (even if such person is also a director) means the office in the corporation held by the officer or the employment relationship undertaken by the employee on behalf of the corporation in the performance of his or her duties in his or her capacity as such officer or employee. "Official capacity" does not include service for any other foreign or domestic corporation or for any partnership, joint venture, trust, other enterprise or employee benefit plan when acting directly on behalf of such other corporation, partnership, joint venture, trust, enterprise or plan as a director, officer, employee, fiduciary or agent thereof.

(e) "Party" means any person who was, is, or is threatened to be made, a named defendant or respondent in a proceeding by reason of the fact that such person is or was a director, officer or employee of the corporation, and any person

who, while a director, officer or employee of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan. A party shall be considered to be serving an employee benefit plan at the corporation's request if such party's duties to the corporation also impose duties on or otherwise involve services by such party to the plan or to participants in or beneficiaries of the plan.

(f) "Proceeding" means any threatened, pending or completed action, suit or proceeding, or any appeal therein, whether civil, criminal, administrative, arbitratve or investigative (including an action by the corporation) and whether formal or informal.

Section 6.2 Right to Indemnification.

(a) Standards of Conduct. Except as provided in Section 6.2(d) below, the corporation shall indemnify any party to a proceeding against liability incurred in or as a result of the proceeding if (i) such party conducted himself or herself in good faith; (ii) such party reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in the corporation's best interests, or (B) in all other cases, that such party's conduct was at least not opposed to the corporation's best interests; and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. For purposes of determining the applicable standard of conduct under this Section 6.2, any party acting in his or her official capacity who is also a director of the corporation shall be held to the standard of conduct set forth in Section 6.2(a)(ii)(A), even if such party is sued solely in a capacity other than as such director.

(b) Employee Benefit Plans. A party's conduct with respect to an employee benefit plan for a purpose such party reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirements of Section 6.2(a)(ii)(B). A party's conduct with respect to an employee benefit plan for a purpose that such party did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of Section 6.2(a)(i).

(c) Settlement. The termination of any proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not of itself determinative that the party did not meet the applicable standard of conduct set forth in Section 6.2(a).

(d) Indemnification Prohibited. Except as hereinafter set forth in this Section 6.2(d), the corporation may not indemnify a party under this Section 6.2 either (i) in connection with a proceeding by the corporation in which the party is or has been adjudged liable for gross negligence or willful misconduct in the performance of the party's duty to the corporation; or (ii) in connection with any proceeding charging improper personal benefit to the party, whether or not involving action in the party's official capacity, in which the party was adjudged liable on the basis that personal benefit was improperly received by the party (even if the corporation was not thereby damaged). Notwithstanding the foregoing, the corporation shall indemnify any such party if and to the extent required by the court conducting the proceeding, or any other court of competent jurisdiction to which the party has applied, if it is determined by such court, upon application by the party, that despite the adjudication of liability in the circumstances in clauses (i) and (ii) of this Section 6.2(d) or whether or not the party met the applicable standard of conduct set forth in Section 6.2(a), and in view of all relevant circumstances, the party is fairly and reasonably entitled to indemnification for such expenses as the court deems proper in accordance with the Colorado Nonprofit Corporation Code.

(e) Claims by Corporation. Indemnification permitted under this Section 6.2 in connection with a proceeding by the corporation shall be limited to expenses incurred in connection with the proceeding.

(f) Combined Proceedings. If any claim made by the corporation against a party is joined with any other claim against such party in a single proceeding, the claim by the corporation (and all expenses related thereto) shall nevertheless be deemed the subject of a separate and distinct proceeding for purposes of this Article.

Section 6.3 Prior Authorization Required. Any indemnification under Section 6.2 (unless ordered by a court) shall be made by the corporation only if authorized in the specific case after a determination has been made that the party is eligible for indemnification in the circumstances because the party has met the applicable standard of conduct set forth in Section 6.2(a) and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the board of directors by a majority vote of a quorum of such board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

Section 6.4 Success on Merits or Otherwise. Notwithstanding any other provision of this Article VI, the corporation shall indemnify a party to the extent such party has been successful, on the merits or otherwise, including, without limitation, dismissal without prejudice or settlement without admission of liability, in defense of any proceeding to which the party was a party against expenses incurred by such party in connection therewith.

Section 6.5 Advancement of Expenses. The corporation shall pay for or reimburse the expenses, or a portion thereof, incurred by a party in advance of the final disposition of the proceeding if. (a) the party furnishes the corporation a written affirmation of such party's good-faith belief that he or she has met the standard of conduct described in Section 6.2(a)(i); (b) the party furnishes the corporation a written undertaking, executed personally or on behalf of such party, to repay the advance if it is ultimately determined that the party did not meet such standard of conduct; and (c) authorization of payment and a determination that the facts then known to those making the determination would not preclude indemnification under this Article have been made in the manner provided in Section 6.3. The undertaking required by clause (b) must be an unlimited general obligation of the party, but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 6.6 Payment Procedures. The corporation shall promptly act upon any request for indemnification, which request must be in writing and accompanied by the order of court or other reasonably satisfactory evidence documenting disposition of the proceeding in the case of indemnification under Section 6.4 and by the written affirmation and undertaking to repay as required by Section 6.5 in the case of indemnification under such Section. The right to indemnification and advances granted by this Article shall be enforceable in any court of competent jurisdiction if the corporation denies the claim, in whole or in part, or if no disposition of such claim is made within ninety days after written request for indemnification is made. A party's expenses incurred in connection with successfully establishing such party's right to indemnification is made. A party's expenses incurred in connection with successfully establishing such party's right to indemnification, in whole or in part, in any such proceeding shall also be paid by the corporation.

Section 6.7 Insurance. By action of the board of directors, notwithstanding any interest of the directors in such amounts as the board of directors deems appropriate to protect itself and any person who is or was a director, officer, employee, fiduciary or agent of the corporation, or who, while a director, officer, employee, fiduciary or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under applicable provisions of law or this Article. Any such insurance may be procured from any insurance company designated by the board of directors, whether such insurance company is formed under the laws of Colorado or any other jurisdiction, including any insurance company in which the corporation has an equity or any other interest, through stock ownership or otherwise. The corporation may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

Section 6.8 Right to Impose Conditions to Indemnification. The corporation shall have the right to

impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as may appear appropriate to the board of directors in each specific case and circumstances, including, but not limited to, any one or more of the following: (a) that any counsel representing the party to be indemnified in connection with the defense or settlement of any proceeding shall be counsel mutually agreeable to the party and to the corporation; (b) that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the party to be indemnified; and (c) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified party's right of recovery, and that the party to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

Section 6.9 Other Rights and Remedies. Except as limited by law, the indemnification provided by this Article shall be in addition to any other rights which a party may have or hereafter acquire under any law, provision of the articles of incorporation, any other or further provision of these bylaws, vote of the board of directors, agreement, or otherwise.

Section 6.10 Applicability; Effect. The indemnification provided in this Article shall be applicable to acts or omissions that occurred prior to the adoption of this Article, shall continue as to any party entitled to indemnification under this Article who has ceased to be a director, officer or employee of the corporation or, at the request of the corporation, was serving as and has since ceased to be a director, officer, partner, trustee, employee, fiduciary or agent of any other domestic or foreign corporation, or of any partnership, joint venture, trust, other enterprise or employee benefit plan, and shall inure to the benefit of the estate and personal representatives of each such person. The repeal or amendment of this Article or of any Section or provision hereof that would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions that occurred prior to such repeal or amendment. All rights to indemnification under this Article shall be deemed to be

provided by a contract between the corporation and each party covered hereby.

Section 6.11 Indemnification of Agents. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Article to the fullest extent permissible by the laws of Colorado. Unless otherwise provided in any separate indemnification arrangement, any such indemnification shall be made only as authorized in the specific case in the manner provided in Section 6.3.

Section 6.12 Savings Clause; Limitation. If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4941 of the Internal Revenue Code.

ARTICLE VII MISCELLANEOUS

Section 7.1 Account Books, Minutes, Etc. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its board of directors and committees. All books and records of the corporation may be inspected by any director or by the authorized agent or attorney of any such person, for any proper purpose at any reasonable time.

Section 7.2 Public Accountability. The corporation shall provide for an annual independent audit of its financial affairs. The corporation shall publish and make available to the general public an annual report of the corporation's programs, activities and financial affairs which shall contain at least as much information as that required to be reported annually to the Internal Revenue Service. The corporation will develop processes, including meetings throughout the City,

designed to gain ongoing public input into funding priorities and processes of the corporation.

Section 7.3 Fiscal Year. The fiscal year of the corporation shall be as established by the board of directors.

Section 7.4 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 7.5 Designated Contributions. The corporation may accept any designated contribution, grant, bequest or devise consistent with its general purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's purposes.

Section 7.6 Conflicts of Interest.

(a) From time to time potential conflicts of interest or the appearance of such conflicts will inevitably arise. It is the policy of the corporation to deal with such conflicts in as open and appropriate way as possible.

(b) If any person who is a director or officer of the corporation is aware that the corporation is about to make a grant to or otherwise enter into any transaction directly or indirectly with such person, any member of that person's family, or any entity in which that person has any legal, equitable or fiduciary interest or position, including, without limitation, as a director, officer, shareholder, partner, beneficiary or trustee, such person shall (i) promptly inform those charged with approving the transaction on behalf of the

corporation of such person's interest or position; (ii) disclose any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the corporation; and (iii) not be entitled to vote on the decision to enter into such transaction. Notwithstanding the foregoing, the corporation shall not enter into any transaction in violation of the restrictions set forth in the corporation's articles of incorporation.

(c) In the event the corporation awards any grant or otherwise enters into any transaction that involves any actual or potential conflict of interest, the fact of the conflict and of compliance by all parties with the requirements of Section 7.6(b) shall be recorded in the minutes of the proceedings approving such grant or other transaction.

(d) The directors, officers, employees and agents of the corporation shall also faithfully observe and comply with any other policies or procedures adopted by the corporation from time to time to assure that conflicts of interests and any other matters bearing on the proper and ethical conduct of corporate affairs are appropriately and effectively monitored, disclosed and dealt with in furtherance of the best interests of the corporation.

Section 7.7 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

Section 7.8 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 7.9 Amendments. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the board of directors.

Section 7.10 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

ARTICLE VIII

PROGRAMS

Section 8.1 Police Officers' Charitable Aid Program. The Police Officers' Charitable Aid Program shall provide aid to active duty Denver Police Officers and their families. The Program may be amended by the Class B Directors, but must remain consistent with the charitable restrictions previously established for the Program and recognized by the Internal Revenue Service.

Section 8.2 Police Public Safety Program. The Police Public Safety Program shall receive contributions for and support Denver public safety, including police officer safety, police officer training and community impact programs and equipment. Where the Police Public Safety Program involves the Denver Police Department or events and training in proximity to Denver, the Police Public Safety Program may affect other law enforcement agencies or other law enforcement jurisdictions. The Program may be amended by the Class A Directors.

Section 8.3 Funds. The funds for support of the two Programs shall be separately accounted for and maintained and expended in furtherance of the two respective Programs.

Section 8.4 Contributions. Contributions to the corporation may be designated by the donor to either or to both Programs. However, if contributions are generally designated to the Police Public Safety Program, five percent (5%) of such contribution shall be allocated to the Police Officers' Charitable Aid Program unless otherwise approved by the Class B Directors.

Section 8.5 Other. The corporation may conduct additional programs consistent with its IRC 501(c)(3) restrictions, provided that such additional programs are approved by a majority of the directors and a majority of each class of directors.

Section 8.6 Limitation on Application of Funds. No funds of the corporation shall be expended in support of any activity or for the acquisition of any property that is generally and customarily funded by appropriations of governmental entities to their respective police departments; except (1) upon the occurrence of a catastrophic event, which may be determined from time to time in the discretion of either the Class A Directors or the Class B Directors, or (2) in any case that a donor shall specify that the donor's contribution shall be expended in a particular way, the limitation set forth in the first clause of this section shall not apply.

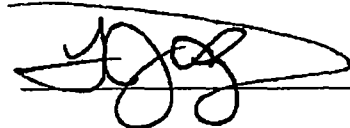
(END)

CERTIFICATE

The undersigned Secretary of Denver Police Foundation hereby certifies that the foregoing is a true and correct copy of the Bylaws of the Corporation, duly adopted by the Board of Directors and in full force and effect.

DENVER POLICE FOUNDATION

By:



Thomas J. Lyons
Secretary