

**BY-LAWS OF THE**  
**NORTH FORK VALLEY CREATIVE COALITION**  
**AS AMENDED BY THE BOARD ON NOVEMBER 4 , 2013**

**ARTICLE I - NAME**

SECTION 1: The name of this corporation is the NORTH FORK VALLEY CREATIVE COALITION, INC., hereinafter referred to as the "NFVCC," a non-profit organization.

**ARTICLE II - PURPOSE**

SECTION 1: The NFVCC is a non-profit corporation formed under the Laws of the State of Colorado, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

SECTION 2: The NFVCC is organized for the purposes set forth in its Articles of Incorporation which are filed with the State of Colorado:

A. This corporation is operated exclusively for educational, artistic and other non-profit purposes, and substantially all activities are for such purposes. No part of the net earnings of its activities shall inure to the benefit of any private shareholder or member within the meaning of Section 501 (C) (3) of the Internal Revenue Code as amended.

B. The purpose of this corporation includes but is not limited to increasing the capacity and scope of influence of the creative industries in the North Fork Valley; to supporting networking, communication, and community among creative practitioners; to building and empowering teams which will take action steps to benefit the creative practitioners, communities and economy of the North Fork Valley.

C. The Corporation will adhere to these purposes and not deviate from such purposes. The Corporation will not engage in any activity or perform any act not permitted to be carried on by an organization exempt from federal income taxation under Code Section 501(c)(3).

SECTION 3: The NFVCC shall be non-commercial, non-sectarian, non-partisan, and non-discriminatory, and is organized solely for charitable, scientific and educational purposes.

**ARTICLE III - MEMBERSHIP**

SECTION 1: Any individual who subscribes to the purposes and policies of the NFVCC shall become a voting member of the NFVCC and by paying the annual dues, subject only to compliance with the provisions of the By-laws and acceptance of the membership.

SECTION 2: Annual membership dues shall be determined by the Board of Directors from time to time. Dues shall be paid annually, at or prior to the annual meeting of members.

SECTION 3: Only members in good standing of the NFVCC shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

SECTION 4: Ten per cent (10%) of the members in good standing shall constitute a quorum for purposes of transacting business at any meeting of the membership; provided however that the number of members constituting a quorum may be amended from time to time by the Board of Directors, in its discretion, at least three weeks in advance of any annual meeting, in consideration of actual number of members of the NFVCC.

SECTION 5: The following powers are specifically reserved to the membership: To direct the sale of any real property belonging to the NFVCC; the right to amend these Articles of Incorporation (by a threefourths vote of the membership); the right to elect the Board of Directors; the right to enlarge the business, objects and purposes of the corporation.

#### **ARTICLE IV – MEETINGS OF MEMBERS**

SECTION 1: Annual meetings of the members for the election of the Directors and for other purposes shall be held in March of each year in Delta County, Colorado, at a specific place as the Board of Directors may designate.

SECTION 2: The Secretary shall notify the members of the date, time and place of the annual meeting by electronic mail no fewer than ten days prior to the meeting. A waiver of said notice in writing signed by the person or persons entitled to such notice, whether before, at or after the time stated herein, shall be deemed equivalent to such notice.

SECTION 3: Special meetings of the members of the NFVCC may be called at any time by a majority vote of the Board of Directors. Notice of special meetings shall be mailed by electronic mail at least ten days prior to the meeting. Members may call a special meeting by delivering written notice of same to the President or Secretary at least 14 days prior to the meeting, signed by at least one-third of the membership, specifying the specific matter(s) to be considered and the date, location and time of the meeting.

#### **ARTICLE V - LOCATION**

SECTION 1 — Principal Office: The principal office of the Corporation, at which the general business of the Corporation will be transacted and where the records of the Corporation will be kept, will be at such place in Delta County in the State of Colorado as may be fixed from time to time by the board of directors. The Corporation may have other offices and places of business within or without the State of Colorado as may be determined by the Board of Directors.

SECTION 2 — Registered Office: The registered office of the Corporation required by the Colorado Revised Nonprofit Corporation Act (the “Act”) shall be maintained in the State of Colorado and may be, but not need be, identical with the principal office in Colorado.

SECTION 3: The address of the Registered Office and the Principal Office of the Corporation may be changed from time to time by the Board of Directors, and such changes of address shall not be deemed, nor require, an amendment of these bylaws.

## **ARTICLE VI - BOARD OF DIRECTORS**

SECTION 1: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The Board of Directors shall have the general power to manage and control the affairs and property of the NFVCC, and shall have full power, by majority vote, to adopt rules and regulations consistent with the Articles of Incorporation and By-laws, and to enforce and amend the same as they deem necessary, for the government of the NFVCC and its members. The Board of Directors shall have and exercise all powers and authority, and all rights and privileges, and shall have all duties and obligations given to or required of them or the directors or trustees of corporations of like nature by the laws of the State of Colorado and the United States of America.

SECTION 2: The Board of Directors shall consist of not less than five (5) and not more than seventeen (17) directors, the exact number of which shall be determined from time to time by the Board of Directors in its discretion. Directors need not be residents of the State of Colorado; however, a majority of directors shall reside in or do business in the North Fork Valley.

SECTION 3: Directors shall be elected to office at the annual meeting of the members by a majority vote of the members entitled to vote. Directors shall assume their duties as of the date elected.

SECTION 4: The term of each elected director of the Corporation will be three (3) years, excepting the positions on the "initial" Board of Directors, which shall be for such terms as the Board shall determine in order to effect the staggering of terms. The terms of each director's position shall be staggered to assure that in any given year no more than a minority of the positions on the Board of Directors shall come up for election at the annual members meeting. No elected director will be eligible to serve more than four (4) consecutive full terms as an elected director, except when authorized by a two-thirds majority vote of the board of directors.

SECTION 5: Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

SECTION 6: Any director elected by voting members may be removed, with or without cause, by a majority vote of the members entitled to vote. Any director elected by the Board of Directors may be removed with or without cause by a majority vote of the other directors then in office. At least ten (10) days notice of the proposed removal will be given to the involved director, who will be given an opportunity to be present and to be heard at the meeting at which the removal is considered. Absence from three (3) consecutive meetings of the board of directors without a valid reason in the judgment of the board of directors may, at the discretion of the Board, be considered a resignation constituting a vacancy to be filled by the board. The Secretary shall be responsible for noting excused absences in the minutes of each meeting along with attendees.

SECTION 7: A director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of the NFVCC or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors.

SECTION 8: The Board of Directors shall hold an annual meeting not less than ten days and not more than thirty days following the annual meeting of the general membership at such time and place as the Board of Directors shall decide. At the annual meeting, the board of directors shall elect new officers of the board as prescribed in Article VII.

SECTION 9: Directors shall not be compensated for their services as Directors. They may be reimbursed for out-of-pocket expenses incurred in performing the business of the NFVCC. A paid staff person of the NFVCC shall be ineligible to be elected or appointed as a Director of the NFVCC during his or her tenure as a paid staff employee. A Director of the NFVCC who accepts a paid staff position with the NFVCC shall immediately resign as a Director before beginning his or her tenure as a paid employee. The Board of Directors shall have the right to make an exception to this Section 9 by a unanimous vote, in accordance with the requirements of the conflict of interest policy.

SECTION 10: The Board shall hold regular meetings quarterly at a minimum, and as often as it is necessary to properly and faithfully transact the business of the NFVCC. Special meetings of the Board of Directors may be called by at least two (2) of the Directors by effecting actual notice to each Director as can be reached, with the actual date, time and place to be determined by a majority of the Board of Directors. Notices of special meetings shall be sent out by the secretary to each board member at least one week in advance, except in the event of an emergency.

SECTION 11: A simple majority of the number of directors serving on the board immediately before the meeting begins, subject to a minimum of three directors, shall constitute a quorum for transacting business. Except as otherwise specified herein, every act or decision of a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

SECTION 12: Members of the Board may participate in a meeting through use of conference telephones, computer linkages or similar communications equipment. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

SECTION 13: The Directors shall have the right to take any action in the absence of a meeting which they could take at any meeting if notice is transmitted in writing to each member of the board and following the execution of "consent" of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

SECTION 14: It shall be the duty of the Board of Directors to:

- A. Keep a complete record of all of its meetings, resolutions, acts and NFVCC affairs;
- B. Elect and supervise all officers of the NFVCC;
- C. Appoint committees and supervise their acts;
- D. Procure and maintain adequate liability and hazard insurance on property owned or

- leased by the NFVCC, as it may deem necessary or appropriate;
- E. Direct the expenditure of funds to the extent of the amount in the NFVCC treasury;
  - F. Approve and authorize a budget;
  - G. Accept donations and bequests, and otherwise supervise fundraising activities of the NFVCC;
  - H. Borrow money and incur indebtedness for the purposes of the NFVCC, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges or other evidence of a debt and securities;
  - I. Employ employees, approve job descriptions for employees of the NFVCC, fix their wages or salaries and other remuneration, consistent with law and best practices;
  - J. Approve the hiring or appointment of persons to provide services to or for the NFVCC, consistent with law and best practices.

## **ARTICLE VII - OFFICERS**

SECTION 1: The officers of the NFVCC shall be President, Vice-president, a Secretary and Treasurer, and such other officers as the Board of Directors may from time to time elect in accordance with the provisions of this Article. Each officer shall hold office for such a period, have such authority, and perform such duties as the Board may, from time to time determine.

SECTION 2. All officers of the NFVCC shall be elected at the annual meeting of the Board of Directors by a majority vote of the Directors and shall hold office for one (1) year or unless or until she or he shall sooner resign, be removed or otherwise become disqualified to serve.

SECTION 3: Any officer of the NFVCC may be removed from his or her position at any time, with or without cause, by a majority vote by the Board of Directors. Any officer, employee or person providing services to the NFVCC, unless contractually bound otherwise may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4: A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer she or he replaces or as otherwise required by the Board of Directors.

SECTION 5: Subject to the directive of the Board of Directors, the duties of the officers are:

- A. The President of the Board of Directors shall preside at all meetings of the Board of Directors and the Executive Committee and shall monitor and report on the affairs of the NFVCC to the Board of Directors upon request. He or she may sign, with the Secretary or any other proper Officer of the NFVCC authorized by the Board of Directors as appropriate, all corporate documents including, but not limited to, any deeds, mortgages, bonds, or other instruments on behalf of the NFVCC which the Board of Directors has authorized to be executed. The President shall be an ex-officio member of all committees except the audit committee.

B. Vice President: The Vice President shall act in the place and stead of the president in the event that the president gives notice of her or his absence to the Board, or in the event of her or his inability or refusal to act. In any such event, the vice president shall exercise and discharge such other duties as may be delegated from time to time by the President or as required of her or him by the Board of Directors.

C. Secretary: The Secretary shall record the vote and keep the minutes of all meetings and proceedings of the Board of Directors and of Members; keep the Corporate seal of the NFVCC, if one exists, and affix it to all papers and instruments requiring said seal; keep appropriate current records showing the members of the NFVCC together with their addresses; see that all notices are duly given in accordance with the provisions of the By-laws or as required by law and, shall perform such other duties as required by the Board of Directors.

D. Treasurer: The Treasurer shall be responsible for all funds and securities of the NFVCC; keep proper books of account; and shall prepare an annual budget and statement of income and expenditures, to be presented to the Directors. The Treasurer may delegate execution of these responsibilities in accordance with Financial Procedures approved by the Board.

SECTION 6: The duties referred to herein may be altered from time to time by the Board of Directors as it may deem appropriate, subject to any contractual rights as may then exist.

## **ARTICLE VIII- COMMITTEES**

SECTION 1: The Board of Directors may establish such regular and special committees to assist it in the performance of its duties as it considers appropriate.

SECTION 2: The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors or the President with the confirmation by the Board of Directors. Vacancies in the membership of any committee shall be filled by the Board of Directors or by the President with the confirmation by the Board of Directors. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

SECTION 3: The President may designate among the members of each regular committee a Chairman of each such committee, and such other officers as the President may determine. The Chairman, and any other officers of each such committee shall have such duties as the President or committee members prescribe.

SECTION 4: Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors. Each committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the By-laws.

SECTION 5: The Executive Committee is a standing committee of the board of directors.

A. The Executive Committee will consist of the officers of the Corporation. The Committee chair may appoint at-large voting or non-voting members to the Executive Committee as needed, but all voting members of the Executive Committee must be members of the board of directors. The Executive Director shall be a non-voting member of the Executive Committee. The terms of the members of the Executive Committee who serve by reason of holding one or more of the offices described in Article VI shall be coterminous with the terms of such offices.

B. The Executive Committee shall, to the extent permitted by applicable statutes, have the authority of the board of directors between the regular meetings of such board and perform such other duties as delegated to it by the board of directors. The delegation of authority to the Executive Committee shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon him by law. Actions of the executive committee will be ratified by the board of directors at the subsequent meeting of the board.

C. Unless otherwise determined by the Executive Committee, regular meetings of the Executive Committee shall be held monthly. In addition, special meetings may be called by the board president at such time and place as the board president shall designate.

SECTION 6: The Finance Committee is a standing committee of the board of directors. The Treasurer shall serve as the chair of the Finance Committee, which shall include at least two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any change in the budget must be approved by the board or the Executive Committee. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. All required federal and local tax forms shall be filed under the supervision of the finance committee.

SECTION 7: The Audit Committee is a standing committee of the board of directors.

A. The Audit Committee consists of three (3) to five (5) members, each of whom is to serve for a term of one (1) year, shall be appointed by the Board, with one member designated as Chair. Neither the President nor the Treasurer may serve on the Audit Committee.

B. The functions of the Audit Committee are to provide checks and balances for financial stability of the organization, to recommend to the board the retention, termination and compensation of the auditor; recommend to the board acceptance or non-acceptance of the audit; confer with the auditor regarding the Corporation's financial affairs and audit process; and shall approve performance of any non-audit services by the auditor.

SECTION 8: The Board of Directors at their discretion may establish a Governance Committee.

A. The Governance Committee consists of three (3) to five (5) members.

B. The functions of the Governance Committee shall be to: establish a board evaluation process, a mentoring relationship for new board members and recommendations for training for board members; to evaluate and recommend amendments to the By-laws, Articles of Incorporation and Policies; to establish a regular staff review process and assist the board as directed in evaluations of staff performance.

C. Three (3) members of the Committee shall constitute a quorum for the transaction of business.

SECTION 9: The board of directors may authorize the establishment of other committees, advisory teams or action teams from time to time and assign duties to them.

### **ARTICLE IX - RECORDS**

The NRVCC shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The books and records, and The Articles of Incorporation and the By-laws of the NRVCC shall be available for inspection by any director or member of the public during normal business hours upon reasonable request, and copies may be purchased at a reasonable cost.

### **ARTICLE X - SEAL**

The NRVCC shall not be required to have a seal, but may choose to have one.

### **ARTICLE XI - DISSOLUTION**

Upon the dissolution of the NRVCC, the Board of Directors shall, after paying or making provision for the payment of all the liabilities, obligations, debts, costs and expenses of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary or scientific purposes, as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE XII-AMENDMENTS**

These By-laws may be amended at any regular or special meeting of the Board of Directors upon the affirmative vote of a majority of the members of the Board of Directors or two-thirds of those present, whichever shall be greater. Notice of any proposed amendment shall be stated in full in the notice of the meeting, which shall be given at least ten (10) days preceding the meeting at



which it is to be considered. In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control.

### **ARTICLE XIII- FISCAL YEAR**

Unless otherwise provided by the Board of Directors, the fiscal year of the NRVCC shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

### **ARTICLE XIV – CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

The Board of Directors shall be empowered to sign contracts, disburse funds, write checks and deposit funds for the benefit of the organization. The Board of Directors may authorize certain officers or the Executive Director to do the same, and may establish financial procedures and set limit and security requirements as it deems necessary to this authority.

### **ARTICLE XV – LIABILITIES**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation, and all creditors of the corporation must look to assets of the corporation for satisfaction. NRVCC shall indemnify, to the extent permitted by law, any person who is an officer, agent, fiduciary or employee of NRVCC against any claim, liability or expense arising against or incurred by such person as a result of actions reasonably taken by him or her at the direction of the board. NRVCC shall further have the authority to the full extent permitted by the law to indemnify its directors, officers, agents, fiduciaries and employees against any claim, liability or expense arising against or incurred by them in all other circumstances and to maintain insurance providing such indemnification.

### **ARTICLE XVI - POLICIES**

The Board of directors shall adopt by resolution such policies regarding non-discrimination, equal opportunity employment, software licensing agreements, etc, as it deems prudent in compliance with Colorado and Federal laws, and in accordance with best practices for non-profits.

### **ARTICLE XVII- EXECUTIVE DIRECTOR AND STAFF**

SECTION 1 — Executive Director (ED): The ED shall be appointed by the board and shall serve at its discretion. The ED has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The ED shall attend all board meetings, but may be excused from executive sessions at the discretion of the board, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board may designate other duties as necessary.

SECTION 2 — Staff: Staff shall be hired by the Executive Director on an as-needed basis and in accordance with the annual operating plan and budget in order to accomplish the goals and objectives of the organization. Staff shall serve at the pleasure of the ED.

**CERTIFICATION**

These amended bylaws were approved at a meeting of the board of directors by \_\_\_\_\_ majority vote this FOURTH day of NOVEMBER, 2013.

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Joanne Tullis  
President, Board of Directors,  
North Fork Valley Creative Coalition, Inc.

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Tamara Rowe  
Secretary, Board of Directors,  
North Fork Valley Creative Coalition, Inc.