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RIDGWAY-OURAY COMMUNITY COUNCIL
A COLORADO NONPROFIT CORPORATION
(Restated as Revised December 5, 2020)

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**BYLAWS OF THE
RIDGWAY-OURAY COMMUNITY COUNCIL
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ARTICLE 1: NAME AND PRINCIPAL OFFICE

The name of this corporation is the Ridgway-Ouray Community Council (hereafter referred to as the “Council”). The Council is a Colorado Nonprofit Corporation formed under the Colorado Revised Nonprofit Corporation Act. The principal office of the Council is located in Ouray County, State of Colorado. The Council is an affiliate organization of the Western Colorado Alliance (hereafter referred to as “WCA”), an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 2: PURPOSES

Section 2.1. IRC Section 501(c)(3) Purposes. The Council is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2.2. Specific Objectives and Purposes. The specific objectives and purposes of the Council shall be:

- (a) primarily, to maintain and improve the quality of life in Ouray County, Colorado through the creation of a healthy, sustainable and well-planned community and the restoration and protection of its natural environment, taking into consideration the needs, interests, and concerns of the community at large;
- (b) to provide support for the efforts of other exempt organizations that would further the Council’s purposes and objectives, including without limitation the conservation of environmentally sensitive lands, the creation and implementation of a watershed plan for Ouray County, the protection and enhancement of wildlife and wildlife habitat, and the provision of aid to the needy; and
- (c) to engage in other appropriate activities related to the creation of a healthy, sustainable and well-planned community and the restoration and protection of the natural environment in Ouray County.

ARTICLE 3: MEMBERS

The Council shall have two classes of members: Individual Members and Family Members.

Section 3.1. Individual Members. An Individual Member is an individual who pays annual dues. Individual Members are entitled to one vote.

Section 3.2. Family Members. Family Members shall be residents of the same household and pay annual dues. Family Members are entitled to two votes.

ARTICLE 4: OFFICERS

Section 4.1. Officers. The officers of the Council shall be two Co-Presidents, a Secretary, a Communications Coordinator, a Treasurer, the Council's representative to the WCA Board of Directors (the "WCA representative"), an alternate WCA representative, and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person except a Co-President may hold no other office.

Section 4.2. Election and Term of Office. The members shall elect all officers of the Council at the annual members meeting held in the year 2020 or as soon as possible thereafter. New offices may be created by the members or Board and filled at the next annual meeting or at a special meeting of the members. Officer terms are two years, except that the terms of office of the Treasurer, of the WCA Representative, and of one of the Co-Presidents shall be one year in the year 2021 and two years thereafter in order to stagger their terms with the terms of the other officers. Accordingly, beginning in the year 2021 the Treasurer, the WCA Representative, and one Co-President shall be elected at the annual members meetings held in odd-numbered years, and the other officers shall be elected at the annual members meetings held in even-numbered years. Each officer shall hold office until his or her successor has been duly elected and qualifies.

Section 4.3. Removal of Officers. When it is believed to be in the best interests of the Council, an officer may be removed by a majority vote of members present at an annual or special members meeting.

Section 4.4. Vacancies in Offices. An officer vacancy due to removal shall be filled by membership vote at a meeting called for that purpose. The Board appoints a member to fill the unexpired officer term for all other vacancies. If the remaining Directors are less than a quorum, vacancies shall be filled by majority vote of the Directors still in office. If only one Director remains in office, he or she may fill the vacancies. If no Directors remain in office, the members may fill the vacancies by membership vote at a special meeting called for that purpose.

Section 4.5. Co-Presidents. The Co-Presidents shall collectively act as the principal executive officers of the Council and, subject to the control of the Board, shall direct, supervise, coordinate and have general control over the affairs of the Council. The Co-Presidents shall preside at all meetings of the Board and of the members in a fair and reasonable manner.

Section 4.6. Authority of Single Co-President to Act. In the event that the Co-Presidents cannot agree as to any matter involving the affairs of the Council, the Co-President who has served in that position for the longest period of time shall have the authority to act as the principal executive officer of the Council with respect to such

matter. In the event of a temporary absence or disability of a Co-President, the other Co-President shall have the authority to act as the principal executive officer of the Council during the absence or disability of the other Co-President. In the case of a vacancy in the office of a Co-President because of death, resignation, or removal, the remaining Co-President shall have the authority to act as the principal executive officer of the Council until the vacancy is filled by election or appointment.

Section 4.7. Secretary. The Secretary shall be the custodian of the records, maintains a members list, takes minutes and maintains a minutes book of the proceedings of the members and Board, distributes meeting notices, and posts meeting agendas and minutes on the Council's website.

Section 4.8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Council, shall deposit such funds in the name of the Council and shall submit such reports thereof as the Board may, from time to time, require. The Treasurer shall provide financial reports on a quarterly basis to the board.

Section 4.9. WCA Representative. The WCA representative will attend quarterly meetings of the WCA Board of Directors and deliver a written report to the Council's Board and membership of the proceedings. Additionally, the WCA representative will serve as liaison between the Council and WCA Boards to facilitate the flow of information between the Council and WCA.

Section 4.10. Alternate WCA Representative. The alternate WCA representative shall in the temporary absence or disability of the WCA representative perform his or her duties. In the case of a vacancy in the office of WCA representative because of death, resignation, or a cause other than removal, the alternate WCA representative shall assume the title and official duties of the WCA representative for the remainder of his or her term of office.

Section 4.11. Communications Coordinator. The Communications Coordinator shall be responsible for sending such Council announcements, newsletters and other communications to the members as may be directed by the Co-Presidents and posting them on the Council website.

ARTICLE 5: MEETINGS OF MEMBERS

Section 5.1. Annual Meeting of Members. An annual meeting of the members shall be held during the last quarter of each year at a time, date, and place designated by the Board for the purpose of electing those officers and Directors-at-Large then up for election, presenting financial reports, and transacting such other business as may come before the meeting. The terms of office of the Directors-at-Large shall be two years, except that the terms of office of two of the Directors-at-Large shall be one year in the year 2021 and two years thereafter in order to stagger the terms of the Directors-at-Large. Accordingly, beginning in the year 2021 two Directors-at-Large shall be elected at the

annual members meetings held in odd-numbered years, and the other Directors-at-Large shall be elected at the annual members meetings held in even-numbered years.

Section 5.2. Special Meetings of Members. Special meetings of the members may be called by a Co-President, two Directors, or not less than five members having voting rights at a place, day, and time designated by the person/s calling the meeting.

Section 5.3. Notice of Annual and Special Meetings of Members. Written or e-mail notice of an annual or special meeting shall include the meeting's purpose and be delivered to members at least 10 days in advance.

Section 5.4. Joint Regular Meetings with Board of Directors. Regular Board and membership meetings shall be combined, with the two groups meeting together at the same time. The Co-Presidents shall provide the agenda and chair the meeting. Members may actively participate and vote on matters of business. Written or email notice of the meeting schedule and related information shall be given to the members as soon as practical at the beginning of the year, and no further notice of regular meetings is required. As provided in Section 6.3, the Board may also hold special meetings. With the exception of executive sessions, members may attend all meetings of the Board.

Section 5.5. Joint Emergency Meetings with Board of Directors. A joint emergency¹ meeting of the members and the Board may be called when needed as provided in Section 6.4.

Section 5.6. Expenditures. Members must be allowed to vote on any decision regarding expenditures of more than \$500.00. The expenditure must be approved by a majority vote at a meeting of the members.

Section 5.7. Quorum for Meetings of Members. Any members present at a members meeting constitute a quorum. The act of a majority of members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by these Bylaws.

Section 5.8. Elections by Mail. The election of officers and the Directors-at-Large may be conducted by mail in such manner as the Board shall determine.

ARTICLE 6: BOARD OF DIRECTORS

Section 6.1. General Powers of Board of Directors. The Board of Directors shall govern and manage the affairs of the Council subject to the approvals of the membership required by these Bylaws.

¹ The word "emergency" as used in these Bylaws is not intended to have the same meaning as used in the Colorado Revised Nonprofit Corporation Act (Articles 121 to 137 of Title 7 of Colorado Revised Statutes).

Section 6.2. Composition, Tenure and Qualifications of Board of Directors.

The Board shall consist of the officers, four (4) Directors-at-Large, and the immediate Past Co-President. Each Director shall be a member of the Council prior to taking office. Each Director shall hold office until his or her successor has been chosen and qualified as provided in these Bylaws.

Section 6.3. Board Meetings. As expressed in Section 5.4, the Board may meet together with the members in a joint regular meeting, or it may convene separately in a special meeting called by a Co-President or two Directors for administrative or other purposes, subject to Article 7. Notice by telephone or e-mail shall be given to each Director at least two days prior to the meeting. The notice shall include the purpose of the special meeting.

Section 6.4. Joint Emergency Meetings with Members. A joint emergency meeting of the members and the Board may be held for the purpose of considering and taking action on matters requiring prompt attention before their next joint regular meeting. Joint emergency meetings may be called by a Co-President or two Directors by telephone or e-mail notice given to each Director at least two days prior to the meeting. Members shall be notified of the meeting and its purpose at least two days in advance by e-mail notice and website posting. Written notice of a joint emergency meeting shall not be required.

Section 6.5. Waiver of Notice of Meetings of Board of Directors. A Director may waive notice of any meeting of the Board. The attendance of a Director at any Board meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 6.6. Quorum for Board of Directors Meetings. A majority of the Directors shall constitute a quorum for the transaction of business. If less than a majority of the Directors are present, a majority of the Directors in attendance may adjourn the meeting. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, unless these Bylaws require a greater number.

Section 6.7. Removal of Directors. When it is believed to be in the best interests of the Council, a Director may be removed by a majority vote of members present at an annual or special members meeting.

Section 6.8. Vacancies on Board of Directors. A Director vacancy due to removal shall be filled by membership vote at a special meeting called for that purpose. The Board appoints a member to fill the unexpired Director term for other vacancies. If the remaining Directors are less than a quorum, vacancies shall be filled by majority vote of the Directors still in office. If only one Director remains in office, he or she may fill the vacancies. If no Directors remain in office, the members may fill the vacancies by membership vote at a special meeting called for that purpose.

Section 6.9. Action by Board of Directors without a Meeting. Action not requiring approval of the members may be taken by the Board without a meeting if all Board members vote for the action in a signed writing. The writing may be received by the Secretary by personal delivery, by mail, or by facsimile, e-mail, or other form of electronically transmitted communication. The action shall be effective when all necessary writings have been received by the Secretary. The writings shall be filed with the minutes of the meetings of the Board.

ARTICLE 7: OPEN MEETINGS AND DECISION-MAKING

Section 7.1. Council Decision-Making, Open Meetings and Member Participation. The Council is intended to be a democratic, grass-roots organization, and to that end both the members and the Board shall approve the adoption, modification, or repeal of a Council policy or position and/or a specific action to be taken on behalf of the Council, provided that where time constraints would prevent timely action, such actions may be approved by the Board. Members are encouraged to attend and participate in any meeting of the members and/or the Board, and members may make motions and vote on any matter brought before the meeting requiring approval of the members.

Section 7.2. Executive Sessions. Notwithstanding any other provision of these Bylaws, the Board may vote to go into executive session to receive advice from legal counsel, determine the Council's position with respect to existing or potential litigation or real property negotiations, or consider and decide Council employee matters. With an affirmative vote of two thirds of all Directors, the Board may also go into executive session to consider and decide other matters requiring confidential discussion. Prior to the executive session, the Board shall announce the purpose of the executive session and afterwards shall disclose, in general terms, any action taken by the Board in the executive session.

ARTICLE 8: COMMITTEES

Section 8.1. Nominations Committee. The Board shall appoint a Nominations Committee at least 60 days in advance of an annual members meeting where officers and directors are elected. The Nominations Committee shall distribute a slate of nominees for officers and Directors-at-Large to the Board and the membership at least ten days before the annual members meeting.

Section 8.2. Other Committees. The Board may from time to time establish other committees and determine their responsibilities and membership. The committees shall report to the Board at each regular Board meeting and at any other time the Board may designate.

ARTICLE 9: NOTICE

“Written notice” under these Bylaws means a postcard, letter, newsletter, or other tangible form of written communication. Written notice may be delivered personally or

by mail. If mailed, a written notice shall be deemed delivered when deposited in the US Mail addressed to the member at his or her address as it appears on the records of the Council, with postage thereon prepaid. "E-mail notice" under these Bylaws means a written communication transmitted electronically via the internet. An e-mail notice shall be deemed delivered when transmitted to the member at his or her e-mail address as it appears on the records of the Council. "Website posting" means posting on the website of the Council. Notice shall be required to be given under these Bylaws only to those persons who are members as shown on the records of the Council at the time notice is given. An inadvertent failure to provide notice to each member of a meeting in strict compliance with these Bylaws does not affect the validity of any action taken at a meeting.

ARTICLE 10: FINANCES

Section 10.1. Fiscal Year. The fiscal year of the Council shall be the calendar year.

Section 10.2. Authorized Check Signers. Any officer authorized by the Board may sign Council checks.

Section 10.3. Signatures Required. Two signatures are required for Council checks of \$1,000 or more.

ARTICLE 11: AMENDMENTS OF BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the members at a special, annual, or joint regular meeting of the members if at least 10 days written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.

ARTICLE 12: IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 12.1. Limitations on Activities. No substantial part of the activities of the Council shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Council shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these bylaws, the Council shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 12.2. Prohibition Against Private Inurement. No part of the net earnings of the Council shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

Section 12.3. Distribution of Assets. The property of the Council is irrevocably dedicated to charitable and educational purposes. Upon the dissolution or winding up of the Council, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Council shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and/or educational purposes and which has established its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code.

Section 12.4. Private Foundation Requirements and Restrictions. In any taxable year in which the Council is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Council 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Council to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 13: CONSTRUCTION

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Council, the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected. References in these Bylaws to sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Adopted by approval of the members on December 5, 2020.

ATTEST:

/s/ Linda Browning

ROCC Secretary