**THE CUCHARA FOUNDATION, INC.**
**BYLAWS**

## Introduction

The Corporation was formed on May 13, 2013 and is organized exclusively for charitable, literary, educational, and scientific purposes under Section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code and under the Colorado Nonprofit Corporation Act, Title 7 of the Colorado Revised Statutes. In accordance with bylaws adopted on January 25, 2018, these bylaws are hereby amended and adopted during a regularly scheduled meeting of the Board of Directors on ***July 28, 2022.***

## ARTICLE I
## GENERAL

SECTION 1 - NAME

The entity adopting these Bylaws shall be known as: **The Cuchara Foundation, Inc.**

SECTION 2 - SCOPE

In case of any conflict between these Bylaws and (1) any statutory or other law of the State of Colorado or of the United States or (2) the Foundation's Articles of Incorporation, such statutory or other law and such Articles of Incorporation shall take precedence over and shall supersede the Bylaws.

Section 3 - SEAL

The Foundation shall not have a corporate seal.

Section 4 - MEMBERS

The Foundation has no Membership. But, may elect to have members as approved by a majority vote of the Board of Directors.

Section 5 - FISCAL YEAR

The Foundation's fiscal year shall be from January 1 through December 31 of each calendar year.

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Section 6 - PRINCIPAL OFFICE

The principal office of the Foundation in the State of Colorado for the transaction of the Foundation's business shall be from a mailing address located in Cuchara, Colorado and be that of a member of the Board of Directors. Said Board may change the Principal Office of the Board as deemed necessary by a majority vote.

Section 7 - REGISTERED AGENT

The Foundation shall have and continuously maintain within the State of Colorado, a registered agent whose office is identical with such registered office. The initial registered office and registered agent are specified in the Articles of Incorporation. The Foundation may change its registered agent or its registered office, or both, upon filing with the Colorado Secretary of State as specified by the Act.

As of this amendment, the Board of Directors has resolved the Registered Agent for Service of Process shall be that of the Foundation's named and contracted attorney of representation.

## ARTICLE II
## PURPOSE & MISSION

SECTION 1 – PURPOSE

The Cuchara Foundation has been organized to operate for charitable purposes, and its mission is including, but not limited to: provide education and resources to increase the welfare and knowledge about the Cuchara Valley, its history, environment, and activities.

SECTION 2 – MISSION

The mission of the Cuchara Foundation, through its activities, is to honor its history, respect the environment, and support opportunities to learn and have fun in the Cuchara Valley.

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## ARTICLE III

# AUTHORITY AND BOARD OF DIRECTORS

## SECTION 1 - AUTHORITY

The Authority of the Foundation shall lie within a Board of Directors of the Foundation and the Foundation itself shall be governed by the applicable provisions of the United States Internal Revenue Code (Section 501 c (3)), the Colorado Revised Nonprofit Corporation Act of 2021 (CRS Title 7), these Bylaws, and the Foundation's Articles of Incorporation.

## SECTION 2 – NUMBER AND QUALIFICATIONS

The Board of Directors of the Foundation shall consist of no fewer than 5 members and no more than 7 members. The Board of Directors shall be governed by all laws as stated in Section 1 of this Article III.

In general, Board of Directors may have, including but not limited to, a variety of qualifications that may include previous nonprofit experience, financial experience, experience in the public sector and generally have an understanding of how Boards of Directors operate, as well as a knowledge and awareness of Cuchara Valley, its environment, and fiscal situation.

The Foundation Board believes it is in the best interest of the community and individuals who serve on the Corporation Board there shall be no Board member who are Spouses, Common-Law, Partners or other committed relationship status. These individuals may serve on Committees; which do not have Corporate voting privileges.

A 'Director' who has authority and power to vote on matters before the Corporation *shall not* be an entity, corporation, other nonprofit corporation or any other organization.

## SECTION 3 - OFFICERS

The Board of Directors shall have Board Officer positions that shall be that of Chair, Secretary and Treasurer. The Board may elect to have a Vice-Chair. These Officers shall make up the Executive Committee. The Duties of the Officers shall be as follows:

> **Chair** - The Chair shall be the Chief Executive Officer of the Foundation, shall be the Chairman of the Board, and shall preside at all meetings of the Board and its Executive Committee, if such is created by the Board. The Chair shall set the agenda for all duly called meetings of the Board. The Chair shall sign all agreements that involve encumbering the Corporation with assets or debts.

**Vice-Chair** – If the Board elects a Vice-Chair as an Officer, the Vice-Chair shall be the designee of the Chair and perform all duties of the Chair if the Chair delegates authority and/or should the Chair become incapacitated or unable to provide the Chair duties.

**Secretary** - The Secretary shall give notice of all meetings of the Board of Directors, keep an accurate list of the Directors and shall have the authority to certify any records, or copies of records, as the official records of the Corporation. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings requested to attend.

**Treasurer** - The Treasurer shall oversee the financial records of the Corporation, shall present a financial report at all called meetings or designate another Board Member to present said information, and shall prepare an annual budget for the Board's approval and shall issue payments in accordance with the annual budget or upon the direction of the Board of Directors. The Treasurer shall provide an annual accounting of all financial transactions of the Corporation, such to be completed within 45 days of the end of the fiscal year, which is December 31. And shall be responsible for all financial filings of the Corporation and may utilize the services of an accountant if necessary and approved in the annual budget by the Board of Directors. The Treasurer shall sign all agreements that involve encumbering the Corporation with assets or debts.

SECTION 4 – INDEMNIFICATION

C.R.S. 7-126-103 – The Directors, Officers, employees and members of a nonprofit corporation are not, as such, personally liable for the acts, debts, liabilities, or obligations of a nonprofit corporation.

The Corporation shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Section or any Article or Section of these Bylaws or actions taken by the Board in accordance with these Bylaws or other decisions or actions taken by the Board of the Corporation.

SECTION 5 – GENERAL POWERS

The general powers of the Board of Directors of the Foundation are given through these bylaws and generally through C.R.S. 7-123-102.

SECTION 6 – COMMITTEES

The Corporation may have committees in order to effectively conduct the business of the Corporation.

The Corporation hereby elects to have the following standing committees that shall be Chaired by a member of the Board of Directors and may have members of the public who may volunteer their expertise on such Committee. The Board Committee Chair may delegate authority to hold Committee meetings without their presence, but said Committee shall provide written information regarding the activities of the Committee to the Chair.

Committee Chairs shall report any activities to the Board of Directors on a monthly basis at regularly scheduled meetings. Committees *may* keep a record of meetings and provide a written record to the Board of Directors in lieu of appearing at a scheduled Board Meeting.

a. Executive Committee – the Executive Committee shall consist of the Officer of the Board of Directors and shall have Authority, upon a majority vote, to call for Special Meetings; enter into contracts and agreements with Attorneys or Accountants; sign all legal documents; enter into other contracts or agreements with a formal approval by the Board of Directors.

b. Finance Committee – the Finance Committee shall be Chaired by the Treasurer of the Board. This Committee shall be responsible for, including but not limited to: reviewing financial procedures, gathering of information in relation to preparing an annual Budget, coordinating writing of grants that are approved by the Board of Directors, and general overall financial health of the Corporation.

c. Bylaws Committee – The Bylaws Committee shall, on an annual basis, review these Bylaws in order to maintain compliance with all State and Federal laws. THis Committee shall also seek to find new Board members and nominate them should there be a vacancy on the Board.

d. Fundraising/Marketing Committee - THe Fundraising/Marketing Committee shall be responsible for the development of all fundraising campaigns, informational articles, or other such activities for approval of the Board.

SECTION 7 – TERMS OF DIRECTORS GENERALLY

The terms of Directors and Officers shall be two (2) year terms and may continue past that time if they choose to continue to hold a Director's seat unless; the Director resigns or is removed by a majority vote of the Directors at a regularly scheduled or special meeting.

SECTION 8 – REMOVAL AND VACANCY

The Board of Directors may remove, for cause, another Director if said Director:

1. Fails to attend 2 or more meetings without communication with the Executive Committee;
2. Submitted a resignation letter to the Board;
3. Is convicted of a Felony under any State Statute;
4. Dies;
5. Other circumstances regarded by the board as harmful to the Foundation

When a vacancy exists, the Board may entertain nominations from other Board members and/or accept letters of interest from the public.

SECTION 9 – ATTENDANCE AT MEETINGS

Directors shall attend all regularly scheduled and special meetings unless notification has been provided to any member of the Executive Committee.

SECTION 10 – COMPENSATION

There is NO compensation to Directors for attendance at meetings. The Board *may* vote to allow reimbursement to a Director for attendance at special conferences, meetings, or events and reimbursement for expenses related to said meetings, conferences, or events as well as for other purposes approved by the Board.

## ARTICLE IV

## MEETINGS

In general, all meetings of the Corporation are governed by C.R.S. 7-127-101, et. seq.

SECTION 1 – ANNUAL, REGULAR, and SPECIAL MEETINGS

The Board of Directors may have an annual meeting or a 'retreat' wherein the Board shall discuss future organizational plans for the coming fiscal year and any other Corporate business. This meeting may be held at any time during the year as agreed upon by the Directors. This meeting shall be only for the Board of Directors and shall not include any members of the public.

Regularly scheduled meetings of the Board shall be determined by the Board each year to meet the needs of the Foundation and to allow business to be conducted in a timely manner. Notice of regularly scheduled meetings shall be made at least 48-hours prior and notification shall be made as determined by the Board.

Special meetings may be called by a majority vote of the Executive Committee and shall require at least 48 hours prior notice.

SECTION 2 – QUORUM

A quorum of all regular and special meetings shall consist of the following: **A 5-member Board – 3 members present; a 7-member Board – 4 members present in order to conduct business**.

Committees are not required to have a quorum as they do not have Authority or Powers that govern the Corporation.

SECTION 3 – TELECOMMUNICATION MEETINGS

Pursuant to C.R.S. 7-127-108, the Board may hold meetings by way of telecommunication and any or all members may appear by such means at any scheduled meeting. Any Board member may request that a meeting be held by telecommunication in order to be present and vote in any matter before the Board.

SECTION 4 – DECORUM

Each Director shall discharge the duties as a Director, including the Director's duties as a member of a Committee of the Board, and each officer with discretionary authority shall;

a. Act in good faith
b. With the care an ordinary and prudent person in a like position would exercise under similar circumstances;
c. In a manner the Director or Officer believes to be in the best interests of the Corporation;
d. FINAL and all other generally accepted standards of conduct pursuant to C.R.S. 7-128-401 and other laws that may apply.

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## ARTICLE V

## VOTING

SECTION 1 – GENERAL

All votes shall require a quorum for a vote to be taken and all actions shall require a majority vote of the quorum present in order for action to be taken unless otherwise noted in these Bylaws.

SECTION 2 - ACTION WITHOUT A MEETING

Any action required or permitted by Articles 121 thru 137 of Title 7 of the Colorado Revised Statutes, may be taken *without* a meeting if members entitled to vote unanimously agree and consent to such action in writing; e.g. email votes. The Board Chair may set a time period during which to accept written votes by members. A majority vote of the Board members who have voted shall be deemed sufficient in order to take action.

SECTION 3 – ACTION BY WRITTEN BALLOT

If the Board of Directors, by majority vote, elects to take a vote by written ballot, the ballot shall state the proposed action, provide an opportunity to vote for or against each proposed action, indicate the number of responses needed in the affirmative for an action to pass, and shall state the time by which the ballot must be *received* by the Corporation in order to be counted.

SECTION 4 – PROXIES

The Corporation does not allow proxy voting.

## ARTICLE VI

## CONFLICT OF INTEREST

In general, C.R.S. 7-128-501, et seq. shall govern the Conflict of Interest that Directors may experience. Directors shall disclose, prior to any vote, any and all potential conflicts of interest.

SECTION 1 – QUORUM AT A MEETING

A Director's presence at a meeting wherein a vote will be taken that when a Director may have a conflict of interest, their presence is permitted and shall count for a quorum of the meeting.

SECTION 2 – VOTING

Directors have a duty to disclose any and all possible conflicts of interest and shall not vote on matters in which the Director has a direct or indirect personal or financial relationship in reference to said action that the Board is taking a vote on.

SECTION 3 - NEPOTISM

It shall be a conflict of interest for any Director to vote on any action wherein an immediate family member, partner, spouse, secondary family member, or spouses of family members of said Director's that in any way financially benefits that family member.

## ARTICLE VII

## FINANCE

SECTION 1 – FUNDS and SIGNATORS

All funds of the Corporation shall be deposited in a FDIC Bank of the Board's choice.

SECTION 2 – EXPENDITURES

The Treasurer shall cause all Board approved expenditures to be made within a timely period upon approval of the Board.

All expenditures from the Corporate account shall require Board approval and two (2) signatures if the sum exceeds $100. If the expense is less than $100 *and* is not listed as a Budgeted expense *and* is viewed as a necessary and prudent expense to the Treasurer, the expense may be made *and* shall be reported on the books of the Corporation and records maintained by the Treasurer.

SECTION 3 – LIABILITIES

No director or Officer of the Corporation shall have the authority to make any contract for indebtedness of the Corporation without the authority of the Board of Directors.

SECTION 4 – ASSETS

The Corporation has the right to enter into contracts to purchase, receive, lease, and otherwise acquire and to own, hold, improve, use, or otherwise deal with real or personal property or any legal equitable interest in property, wherever located;

As well as to sell, convey, lease, pledge, exchange, or dispose of any asset of the Corporation.

## ARTICLE VIII

## RECORDS MANAGEMENT

SECTION 1 – MINUTES OF MEETINGS

The Corporation shall maintain the Minutes of the Corporation, records of all actions taken by the Board, and records of actions approved by the Board taken by Committees, waivers, notices in perpetuity until the dissolution of the Corporation either by written or electronic means. Upon dissolution, the Corporation shall instruct its Agent to dispose of any documents according to and allowable under Federal or State law in the time deemed permissible.

SECTION 2 – FINANCIAL DOCUMENTS

The Corporation shall maintain all financial documents either in paper or electronic form according to document destruction laws pursuant to federal and state law, which is a minimum of seven (7) years.

SECTION 3 – INSPECTION OF CORPORATE RECORDS

Inspection of records of the Corporation must be made and responded to pursuant to C.R.S. 7-136-102, 103, and 104.

In general, any member of the Board or public may request to inspect and copy documents of the Corporation as long as said request is made in writing and the request specifically states the documents requested for inspection. The request shall be reviewed by the Executive Committee and responded to in writing within 72 hours of receipt.

Preparation and time spent during inspection shall be charged at the rate of double the minimum wage of the state of Colorado per hour or statutorily approved corporate rate and copying at the rate of $.30 cents per page, or a reasonable rate determined at the time.

## ARTICLE IX

## AMENDMENT OF ARTICLES OF INCORPORATION, BYLAWS, AND MERGER

SECTION 1 – AMENDMENT OF ARTICLES AND BYLAWS

The Articles of Incorporation and/or Bylaws may be amended at any time to add to or change a provision that is required or permitted or to delete a provision no longer required at a duly called meeting and by a 2/3 majority vote (4 of 5 or 5 of 7 Directors) pursuant to all applicable state and federal laws.

Section 2 – MERGER

Pursuant to C.R.S. 7-131-101 et. seq., the Corporation may merge with another domestic nonprofit corporation into another domestic nonprofit corporation if the Board of Directors of each nonprofit corporation that is a party to the merger and each other entity that is a party to the merger adopts a plan or merger in compliance with section 7-90-203.3 and the member entitled to vote thereon, of each nonprofit and entity, approve a plan of merger.

## ARTICLE X

## DISSOLUTION

The Dissolution of the Corporation shall only take place in accordance with all federal and state laws.

SECTION 1 – VOLUNTARY DISSOLUTION

A voluntary dissolution of the Corporation may only take place at a duly noticed meeting and by a 2/3 majority vote of the Board of Directors.

The Directors shall cause an Articles of Dissolution to be filed with all appropriate federal and State agencies prior to the closure of the Corporation.

SECTION 2 – DISTRIBUTION OF ASSETS

The Board of Directors shall prepare and approve by 2/3 majority vote, a plan for Distribution of Assets. The Distribution of Assets shall keep all assets within the State of Colorado or as ordered by a jurisdictional court and be distributed to another nonprofit organization or organizations or as ordered by a jurisdictional court.

These bylaws are amended and adopted this 28 day of July, 2022.

Lois Adams, President
TR Beasley, Treasurer
Amanda Braziel-Holleman, Recording Secretary
Jill Ackers-Clayton
Michele George-Appel, Parliamentarian
Jen Hotaling
Tracey McCormick
Mike Moore
Chris Smith