

Bylaws of the Gilpin County Citizens Initiative, Inc.

As amended January 3rd, 2009

ARTICLE I.

NAME, LOCATION, AGENT AND PURPOSE

1. *Name.* The name of the corporation shall be **GILPIN COUNTY CITIZENS INITIATIVE, INC.**
2. *Registered Office.* The registered office of the corporation shall be the address of the Chairman of the Board of Directors.
3. *Registered Agent.* The registered agent of the corporation shall be the Chairman of the Board of Directors.
4. *Purposes.* This corporation is organized exclusively for charitable and educational purposes that qualify as exempt under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purposes for which this corporation is organized are:
 - a. For the promotion, education and conduct of good forestry practices on public and private lands in Gilpin County;
 - b. To create community networks which expand the abilities and opportunities for landowners to conduct pine beetle control and fire mitigation activities;
 - c. To organize volunteer and other assistance for the treatment and/or removal of infected trees on private lands, public lands and road right of ways;
 - d. To promote cooperation between public and private entities in dealing with forest health and wildfire prevention and safety issues;
 - e. To provide access to infected wood resources by needy local citizens for home heating purposes; and
 - f. To access public and private funding for the promotion of these goals in the community.

ARTICLE II.

MEMBERSHIP

1. *Qualifications.* Membership in the organization shall consist of those residents who sign the mailing list of the corporation. Member meetings shall consist of an annual meeting held in January of each year when members shall elect a board of directors. Notice of this annual meeting, or any subsequent special member meetings called according to the bylaws, shall be noticed via email and via publishing in local newspapers giving at least two (2) weeks' notice of such meetings.
2. *Meetings.* The Regular Meeting of the Membership shall be held annually in January of each year at a time and place designated by the President, who shall serve as the Chairman of the Annual Meeting. At this meeting the Members shall elect Directors and Officers, receive reports on the activities and viability of the corporation and express their will for the direction of the corporation for the coming year.
3. *Special Meetings.* Special meetings of the Membership may be called at any time by the President or the Chairman of the Board of Directors, or by petition of 5% of the voting members for that year. Time and place of such meetings is to be determined by the President and scheduled with enough advance for publication of announcement of such meeting in local newspapers two (2) weeks prior to the meeting. No Member meetings where voting occurs shall take place without a quorum of both Directors and Officers present and without at least 10% attendance of the membership.
4. *Notice.* Notice of all Member meetings shall be given via email and through publication in local newspapers. Both the annual meeting and any special meetings shall require two (2) weeks' notice of such meeting.
5. *Quorum.* A Quorum shall consist of at least 10% of the voting Members for that year.

ARTICLE III.

BOARD OF DIRECTORS

1. *Number, Term, and Qualifications.* The number of Directors constituting the Board of Directors shall be five (5). Directors may also serve as Officers. Directors shall be elected for a term of two years and be eligible for reelection for up to five (5) consecutive terms. All Directors shall be residents of Gilpin County, CO for at least one year and shall be eligible Members according to Article II, Section 1 of these bylaws.
2. *Election of Directors.* The Directors shall be elected by the vote of the membership at the annual meeting held in January of each year; and those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected. Election of Directors shall be by voice vote; should any member so demand the election of Directors shall be by secret ballot. Terms will be staggered so that three (3) offices shall be filled in odd -numbered years and two (2) shall be filled in even-numbered years.
3. *Removal.* Any Director may be removed at any time with cause by the vote of a two-thirds majority of the Directors present at a meeting at which quorum is present. Vacancies occurring due to removal by Directors shall be filled by appointment by the Chairman for the unexpired term of the appointee's predecessor in office, at which time the office will re-open for a regular election. Appointments must be made no later than the next consecutive meeting of the Directors. Notice of such removals and appointments shall be distributed to the membership via email only with a full explanation of the cause of removal.
4. *Vacancies.* Any vacancy occurring on the Board of Directors for reasons other than removal may be filled by the affirmative vote of a majority of the remaining Directors even though less than a quorum, or by the sole remaining Director. A Director elected to fill a vacancy shall be elected

for the unexpired term of his predecessor in office, at which time the office will re-open for a regular election.

5. *Chairman.* The Chairman of the Board of Directors shall be elected by the Directors at the first board meeting held each year.
6. *Compensation.* Neither Directors nor Officers of the corporation shall be compensated for their service in either capacity.
7. *Conflicts of Interest.* At any time and at the request of any Director or Officer, any Director or Officer may be asked to recuse themselves from any vote that presents a conflict of interest between the individual and the corporation. If there is a dispute regarding conflict of interest, recusal of the Director or Officer shall be decided by a majority vote. When voting on conflict of interest issues, the individual whose interest is in question shall abstain from voting on the subject of their interest. An actual conflict of interest such as personal or familial gain must be demonstrated to call for a vote of recusal – allegations of bias are insufficient. In the event there is an impasse regarding a conflict of interest matter, a mediator agreed to by both parties may be introduced to settle the matter and their decision shall be final.

ARTICLE IV.

MEETINGS OF DIRECTORS

1. *Regular Meetings.* A regular meeting of the Board of Directors shall be held quarterly at such place as the Board may designate. Regular meetings must take place in Gilpin County. Meetings of the Board of Directors shall be open to the membership and notice of any meeting changes shall be announced via email and by publication in local newspapers.
2. *Special Meetings.* Special meetings of the Board of Directors may be called at the request of any Director.
3. *Notice of Meetings.* The person or persons calling a special meeting of the Board of Directors shall, at least ten days before the meeting, give notice thereof delivered personally or by telephone, by regular mail or by electronic mail to each Director at his address as shown by the records of the corporation. Notice of special meetings shall include a description of the business to be conducted and whether a vote will be taken.
4. *Quorum.* A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
5. *Means of Conducting Business.* Directors and Officers may conduct business via telephone or email provided a quorum is achieved and reasonable attempt was made to contact all Directors/Officers. Any business conducted in this fashion must be introduced and formally ratified at the next regular meeting of the Directors.

ARTICLE V.

OFFICERS

1. *Officers of the Corporation.* The Officers of the corporation shall consist of a President, a Secretary, and a Treasurer. No two offices shall be held by the same person. Two (2) at-large Officers may be elected from the Membership at the annual meeting if requested by the President, the Chairman of the Board or a Quorum of the Members, to serve as the Officers or Directors may require (such as in the service of special committees) and shall serve as the Membership's interested party at both Officer and Director Meetings.
2. *Qualifications, Election and Term.* The Officers of the corporation shall be elected by the membership at the annual meeting held in January; and each Officer shall hold office for one year or until his successor shall have been elected and qualified. Any Member as qualified by Article II, Section 1 of these bylaws shall be eligible for election as Officer of the corporation. Any Director or Officer may make any recommendation for offices at the annual meeting but shall have only the vote of a member for such office. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term only.
3. *Removal.* Any Officer or agent elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors for cause. The members of the organization shall be notified of any and all removals and subsequent appointments.
4. *President.* The President shall be the principal executive Officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation.
5. *Secretary.* The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors and of all Executive Committees; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records; and

(d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

6. *Treasurer.* The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected by the Officers; and (b) in general perform all of the duties incident to the office of Treasurer.
7. *Meetings.* Regular and special meetings of the Officers shall be called as necessary by any Officer. Officer meetings are open only to the Directors and Officers of the corporation. Directors and Officers shall be notified of any and all such meetings and details of business transacted at these meetings shall be distributed to each Officer and Director via email, or by mail if needed.
8. *Contracts.* The signatures of at least two (2) Officers, and the Chairman of the Board of Directors, are required to enter the organization into any contract.
9. *Loans.* No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
10. *Checks and Drafts.* All checks, drafts, or other orders for the payment of money, issued in the name of the corporation, shall require the signature of the Treasurer and one other Officer.

ARTICLE VI.

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

1. *Gifts.* The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest or devise for the general purpose or for any special purposes of the corporation.
2. *Indemnification and Liability.* Indemnification of anyone acting on behalf of the organization shall be in accordance with Colorado State Law as outlined in ARTICLE 129 of TITLE 7 of the Colorado Revised Statutes. Liability shall be in accordance with Colorado State Law as outlined in ARTICLE 122, Section 104 of TITLE 7 and ARTICLE 126, Section 103 of TITLE 7 of the Colorado Revised Statutes.
3. *Fiscal Year.* The fiscal year of the corporation shall be January 1 through December 31.
4. *Amendments.* These bylaws or articles of incorporation may be amended or repealed and new bylaws (or amended articles of incorporation) may be adopted by the affirmative vote of two thirds of the Directors then holding office at any regular or special meeting of the Board of Directors at which a quorum is present, provided that at least ten (10) days written notice is given of intention to alter, amend, repeal or adopt new Bylaws (or articles of incorporation) at such meeting.
5. *Distribution Upon Dissolution.* Upon dissolution, all of the corporations assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a local government or charitable entity, as selected by the directors for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 VII.

LAWFUL ACTIVITY

1. *Discrepancies and Disputes.* In all instances where the Bylaws or Articles of Incorporation of this corporation are unclear or disputed by any Director as may affect any decision or vote by either the board or the Officers, the recommendations and requirements for governance of non-profit boards as outlined in the most recent Colorado Revised Statutes, TITLE 7, shall apply.
2. *Responsibilities of Officers.* In addition to duties outlined in the Bylaws of this corporation, Officers are required to fulfill the obligations of their office as outlined by the Colorado Revised Statutes, TITLE 7, ARTICLES 121 through 137.