

**AMENDED BYLAWS OF
COMMUNITY FOUNDATION SERVING SOUTHWEST COLORADO
A NONPROFIT CORPORATION**

May, 2020

MISSION STATEMENT

Community Foundation serving Southwest Colorado (hereafter referred to as “the Corporation”) facilitates the growth and effectiveness of philanthropic contributions and expands the culture of giving to meet the needs of Southwest Colorado communities.

ARTICLE I

Purpose and Formation

Section 1. Purpose

The purpose of the Corporation is to facilitate philanthropic contributions in Southwest Colorado by organizing, receiving and distributing charitable contributions throughout Southwest Colorado as well as connecting people, ideas and resources to benefit all residents of Southwest Colorado. The Corporation will work with nonprofit corporations to build their capacity and strengthen the Southwest consistent with its mission. The Corporation will collaborate with community members and nonprofit corporations, and will strategize with donors to maximize their impact and tax benefits. The Corporation will provide professional development opportunities locally and create new funding sources through its funds and grant opportunities. The goal of the Corporation is to develop a sense of involvement in the community by bringing together people from all backgrounds to further its mission.

Section 2. Name

The name of the Corporation is Community Foundation Serving Southwest Colorado.

Section 3. Formation

The Corporation is organized as a nonprofit corporation under the Colorado Nonprofit Corporations Act and is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II

Directors

Section 1. General Powers

The business and affairs of the Corporation shall be solely managed by a Board of Directors (hereinafter referred to as the “Board”).

Section 2. Number of Directors and Terms

The authorized number of Directors of the Corporation shall be not less than seven or more than twenty, as the Board shall in good faith determine from time to time.

Each Director must be elected by a majority vote of the Board, and shall be vetted by the Executive Director and at least one member of the Board. Each Director shall serve for an initial term of three years and may serve subsequent one-year terms for a maximum of three consecutive one-year terms.

Section 3. President of the Board

The President of the Board shall be elected by the Directors from their number at any meeting of the Board. The President, or other officer selected by the Board, shall preside at all meetings of the Board.

Section 4. Election of Directors

Directors shall fill vacancies on the Board on recommendations of the Internal Affairs Committee. New Directors shall be elected by a majority of the Board, and may be reelected for a maximum of three one-year terms. After not serving for a period of one year, a Director may once again serve in accordance with these provisions.

Section 5. Resignation and Removal of Directors

A Director may resign at any time, or may be removed with or without cause by a vote of no less than two-thirds of the current serving members of the Board.

A Director who is absent without cause for three consecutive Regular meetings of the Board is considered to have resigned from the Board. The Director so removed may be reinstated by a vote no less than two-thirds of the entire Board.

Section 6. Vacancy

A vacancy may be filled for a Director's remaining term by a majority vote of the Directors present at a Regular or Special meeting of the Board which has been called for that purpose.

ARTICLE III

Meetings of Directors

Section 1. Annual Meeting

No public annual meeting of the Board shall be required.

Section 2. Regular Meeting

The Board must have a least six Regular meetings during the calendar year. The Board may provide, by resolution, the time and place, for holding additional Regular meetings.

Section 3. Notice of Meetings

Regular meetings of the Board may be held without further notice after the meeting dates for the calendar year have been established and Directors have been notified in writing of such dates.

Section 4. Special Meetings

The person or persons calling a Special meeting of the Board, shall, at least three days before the meeting, give notice thereof by the usual means of communication. Such notice need not specify the purpose of the meeting, unless the purpose of the Special meeting being called is to elect Board Members.

Section 5. Quorum

Attendance of a majority of the Directors of the Corporation shall constitute a quorum for the transaction of business at a Regular or Special meeting.

Section 6. Informal Action by Board of Directors

Should a majority of the Directors consent in writing to any action taken or to be taken by the Corporation and the writing or writings which prove their consent is filed with the Secretary of the Corporation, such action shall be as valid as though it had been authorized at a meeting of the Board.

Section 7. Meetings by Telecommunication

Any or all of the Directors may participate in a Regular or Special meeting by, or the meeting may be conducted through the use of, any means of communication by which persons participating in the meeting may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE IV

Officers

Section 1. Number

The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer. In addition to the officers provided herein, the Board may create other offices and employ such personnel as, in its discretion, it deems necessary to accomplish the purpose and objectives of the Corporation. No Director shall hold more than one office at the same time.

Section 2. Election and Term

The principal officers of the Corporation shall be appointed by the Board. Each officer shall hold office for a period of one year. No person may be appointed to serve more than three successive terms in the office of President, or in the office of Vice-President. A vacancy occurring in a position of an officer of the Corporation may be filled at any time by the Board. The officers of the Corporation shall serve without compensation.

Section 3. Resignation and Removal

An officer or agent may resign at any time by delivering notice to the Board. The Board may remove any officer at any time with or without cause.

Section 4. President

The President shall be the principal executive officer of the Corporation and shall be subject to the control of the Board. The President shall serve as an ex-officio member of each of the committees established and shall direct, coordinate and assist in the activities of those committees. The President shall sign, with any other officer, any deeds, mortgages, bonds, contracts or other instruments that may be lawfully executed on behalf of the Corporation.

Section 5. Vice-President

In the absence of the President, the Vice-President, unless otherwise determined by the Board, shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 6. Secretary

The Secretary shall keep accurate records of the proceedings of all meetings of the Board. The Secretary shall give all notices required by law and by these Bylaws.

Section 7. Treasurer

The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the Corporation. The Treasurer chairs the Finance, Investment & Audit Committee, and is responsible for the Committee's actions to maximize income or other benefits from the funds and other assets available to the Corporation. Any checks written, or any other such documents obligating the Corporation to debt, in an amount greater than Thirty Thousand Dollars (\$30,000) shall require the signature of an officer of the Corporation and the Executive Director. Instruments obligating the Corporation to pay an amount less than Thirty Thousand Dollars shall only require the signature of the Executive Director.

Section 8. Annual Retreat

The Board may hold an annual retreat that shall include but not be limited to revision and development of official policies of the Corporation and planning for long-term goals.

Section 9. General Expectations of the Board

All members of the Board shall be members in good standing with the Corporation. They shall conduct themselves as fiduciaries of the Corporation and avoid all conflicts of interest or appearances thereof.

ARTICLE V

Staff

Section 1. Executive Director

If appointed, an Executive Director shall serve as an authorized agent of the Board to do business for the Corporation, shall serve as the primary administrative officer of the Corporation, and shall appoint such members of the staff as may be authorized by the Board. The Executive Director shall supervise and direct the activities of staff members subject to such limitations, policies or directives as may be prescribed by the Board.

The Executive Director shall serve as an Ex-officio member of the Board without voting authority. The Executive Director may be terminated with or without cause.

ARTICLE VI

Standing Committees

Section 1. Establishment

The Board shall establish certain committees or task forces to concentrate upon and carry out, in conjunction with staff, the Corporation's goals.

Section 2. Duties of Committees

Each committee shall act in accordance with the purpose set forth herein or a purpose established by the Board. Committees shall operate with due diligence and report progress to the Board as directed by the Board.

Section 3. Chair

A chair of each committee shall be elected by its members or appointment by the Board President. At least one Board member shall serve as a liaison on each committee.

Section 4. Members

Board members should have a familiarity or expertise with the area of concern of their committee. Each committee shall consist of no less than one Board member and two additional individuals. Individuals who are not Board members may serve on committees.

Section 5. Executive Committee

The Executive Committee will be comprised of the officers of the Board, the immediate past president and the Executive Director. The President shall serve as the chair.

Section 6. Internal Affairs Committee

The Internal Affairs Committee shall be responsible for coordinating the internal affairs of the business of the Corporation. A member of the executive committee will participate on the committee.

Section 7. Finance Committee

The Finance Committee shall provide oversight of the Corporation's financial resources. The Treasurer will chair the committee. At least one member of the executive committee will participate on the committee.

Section 8. External Affairs Committee

The External Affairs Committee shall be responsible for coordinating the external affairs of the business of the Corporation. At least one member of the executive committee will participate on the committee.

Section 9. Task Forces

The Board may, from time to time, create certain task forces to address the needs of the organization as they arise. Such task forces may be temporary or permanent in nature, and shall be given a clearly defined purpose by the Board upon establishment.

Section 10. Addition or Deletion

All committees or task forces function with the approval of the Board and may be deleted or added based on the needs of the Corporation.

ARTICLE VII

Legal Standards of Conduct for All Directors

Section 1. Powers

All corporate powers are exercised by or under the authority of the Board, and the affairs of the Corporation are managed under the direction of the Board.

Section 2. Duty of Care

Directors must execute their duties in good faith and with the degree of diligence, prudence and skill that a prudent person would exercise under similar circumstances in similar positions and in a reasonable manner expected to be in the best interest of the Corporation.

Section 3. Act in Good Faith

Directors may act in good faith by relying on financial information provided and represented to them to be correct by the Corporation's Executive Director, its independent financial advisors, or its Treasurer. This subjective standard is based on the background, experience, knowledge, qualifications and expertise of each Director, and consideration of how a reasonable person would act in a similar situation.

Section 4. General Duties

The Duty of Care also requires a Director to be attentive to the Corporation's business; to rely reasonably and properly on information supplied by Board committees, officers, employees and volunteers; to delegate management activities properly; and to comply with good business practices. Attention to the Corporation's business requires a Director to be active and informed in

directing the affairs of the Corporation. Reliance on information provided to a Director is deemed reasonable if the Director has made inquiry in good faith into the accuracy and veracity of the information.

ARTICLE VIII *Financial Transactions*

Section 1. Investments

The Corporation shall have the right to invest and reinvest any funds held by it, according to the judgment of the Board provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the exemption under Section 503 or Section 507 of the Internal Revenue Code of 1986, as amended and applicable Treasury regulations.

Section 2. Contracts

The officers of the Corporation are authorized to enter into contracts on behalf of the Corporation. Other Directors or staff may be authorized by the Board to enter into contracts or to otherwise commit the Corporation to action, subject to the Corporation's financial control policies.

Section 3. Funds

Funds of the Corporation shall be deposited in financial institutions selected by the Finance Committee, with the approval of the Board.

Section 4. Insurance

The Board shall procure and maintain adequate liability and casualty insurance on the property of the Corporation. The Board shall also procure and maintain liability insurance for the acts of its Directors.

Section 5. Audit

The Board shall require an independent review of the Corporation's operational and investment finances. This review shall be conducted annually, and a report prepared by, an independent Certified Public Accountant selected by the Finance Committee and approved by the Board.

ARTICLE IX *Indemnification*

Section 1. Indemnity

The Corporation shall indemnify a Director who was wholly successful, on the merits or otherwise, in defense of any proceeding to which the Director was a party because he or she is or was a Director of the Corporation, against reasonable expenses actually incurred by the Director in connection with the proceeding. In addition, if an individual is made a party to a proceeding because the individual is or was a Director, officer, employee, or agent of the Corporation, the

Board may, to the extent permitted by law, authorize the Corporation to advance expenses to such individual and to indemnify such individual against liability incurred in the proceedings.

ARTICLE X
Amendments

Section 1. Amendment

These Bylaws may be amended by:

- a. Approval at a properly constituted meeting of the Board, by a vote of no less than two-thirds of the Directors.
- b. Ratification of the amendments, without modifications, at a Regular meeting of the Board.

Section 2.

No amendment may contain any provision inconsistent with applicable law or the Articles of Incorporation.

ARTICLE XI
Fiscal Year

Section 1. Fiscal Year

The fiscal year of the Corporation shall be fixed by the Board from time to time and is currently January 1 to December 31.

ARTICLE XII
Robert's Rules of Order

Section 1. Conduct at Board Meetings

Unless specified to the contrary by adopted motion, Robert's Rules of Order shall apply.

ARTICLE XIII
Dissolution

Section 1. Transfer of Assets on Dissolution

If the Corporation should be dissolved under the laws of the State of Colorado, all of the assets remaining shall be transferred to an organization or organizations which are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. If possible, such transfer will be made to a qualifying organization or organizations in the Durango, Colorado area that share the educational and philanthropic goals of the Corporation. In the event that such an organization does not exist in the Southwest Colorado region, then the remaining assets shall be transferred to any of several organizations or agencies in the Southwest Colorado region which are exempt from taxation as specified above.

CERTIFICATE

I hereby certify that the foregoing Bylaws, as amended, consisting of nine pages, including this page, constitute the Bylaws of Community Foundation Serving Southwest Colorado, adopted by the Board of Directors of the Corporation as of _____, 2020.

Secretary, Community Foundation Serving
Southwest Colorado

Amended: __, 2020

Amended: November 15, 2018

Amended: January 12, 2012

Founding Document: October 1, 2008