

# CORTEZ CULTURAL CENTER

## BYLAWS

January 19, 2021

### **Article I: Name**

The legal name of this Organization shall be known as The Cortez Center Inc. (dba Cortez Cultural Center), herein after referred to in this document as the Organization.

### **Article II: Mission**

To increase cultural understanding, promote the arts, and educate the public about history, diversity, and the natural environment.

### **Article III: Rules of Order**

The rules contained in Robert's Rules of Order shall govern the Organization in all cases to which they are applicable, and in which they are consistent with these By-Laws of the Organization.

### **Article IV: Members**

#### **A. Membership and Dues**

The members of the Organization shall consist of individuals and organizations with an interest in any facet of cultural, artistic, educational or environmental issues. Members pay dues annually.

#### **B. Record of Membership**

A record of all members of the Organization shall be maintained as evidence in the office of the Organization.

#### **C. Rights of Membership**

Regular members shall have the following rights:

1. To receive information pertinent to the maintenance, development and activities of the Organization.
2. To have made available a synopsis of the minutes of all regular and special meetings of the Governing Board; and to have available upon request, a complete copy of the minutes.

### **Article V: Board of Directors**

#### **A. Duties of the Board of Directors**

The business and affairs of the Organization shall be managed by its Board of Directors, except as otherwise provided in the Colorado Nonprofit Organization Act, the Articles of Incorporation, or these By-laws. All members of the Board of Directors must be regular members of the Organization. Directors shall be responsible and conduct themselves in such a way as to:

1. Give true representation of the Organization as a liaison between the Organization, individuals, members and the Board of Directors;

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2. Assist and support the Board in actions related to the hiring and firing of the Executive Director of the Organization;
3. Devise, plan and carry into operation such measures as they deem proper and expedient to promote the objectives of the Organization;
4. Provide oversight, direction, and support to the Executive Director in order to further the goals of the Organization;
5. Evaluate its own effectiveness as a governing body, and as representatives of the community interests served by the Organization;
6. Observe the duty of care, duty of loyalty, and duty of obedience to the Organization as set forth by CRS 7-128-401;
7. Exercise responsibilities in good faith and with diligence, attention, care, and skill;
8. Demonstrate investment in the Organization by volunteering time and assisting in raising funds;
9. Appoint committees composed of Directors and/or members of the Organization; and,
10. Communicate board policy effectively.

**B. Selection and Appointment of New Board Members**

Selection of potential board members requires that the potential member shall undergo an interview with a minimum of two current Board Members and be appointed at a regular Board of Directors meeting. The interview may be conducted at a regular board meeting.

**C. Vacancies**

Any vacancy occurring on the Board of Directors may be filled by a majority vote of the remaining members of the Board of Directors. Any Director so appointed to fill a vacancy shall be appointed for the remainder of the unexpired term of his or her predecessor in office.

**D. Number of Board of Directors**

The number of Directors of the Organization shall be between five (5) and nine (9) members. Any action of the Board of Directors to increase or decrease the number of Directors, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these Bylaws effecting such increase or decrease.

**E. Term of Office**

The regular term of a Board Member is three years. There is no limit on the number of terms a Director may serve. Directors are appointed by staggered terms.

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**F. Dismissal**

Two (2) unexcused absences of a Director from any regular meeting of the Board of Directors within a twelve (12) month period may result in de facto resignation from the Board of Directors. The minutes shall reflect which absences are excused. Any Director may be removed for cause by two thirds (2/3) vote of those present at any regular or special meeting, providing there is a quorum.

**G. Compensation**

1. Directors shall not receive compensation for acting within the duties of a Director: however, a Director may be compensated for giving technical assistance to the Organization in the area of their expertise, with the prior approval by the Board of Directors.
2. Reimbursement of eligible expenses shall be permitted. Eligible expenses shall include, but not be limited to: reasonable travel, lodging, meals and other expenditures in delivery of technical assistance and attendance at board meetings not conducted in close proximity to the City of Cortez.

**H. Ex-officio Directors**

The Executive Director will act as ex-officio Board Member in an advisory capacity. Additional Ex-officio Directors may also be appointed by the City of Cortez and/or Montezuma County, or other major funding partners, at their discretion.

## **Article VI : Duties of the Officers**

**A. President**

1. Preside over all meetings of the Organization.
2. Represent, or designate a representative of the organization at Organization functions.
3. Be a signatory on the Organization's checking account.

**B. Vice President**

1. Perform the duties of the President in their absence.
2. Succeed to the office of President for an unexpired term, should a vacancy occur.
3. Perform duties as delegated by the President.
4. Be a signatory on the Organization's checking account.

**C. Secretary**

1. Take minutes at regular and special meetings and deliver draft minutes to the Executive Director within 14 days of each meeting.
2. Perform duties as delegated by the President.
3. Be a signatory on the Organization's checking account.

**D. Treasurer**

1. Custodian of all Organization Funds.
2. Present financial statements at each meeting with copies for each Board Member.
3. Be a signatory on the Organization's checking account.

## Article VII: Meetings of the Board of Directors

### A. **Regular Meetings**

The Board of Directors shall meet a minimum of ten (10) times per year. The date, time and location of meetings shall be set by a majority ruling of the Board of Directors. If a change is needed, then notification will be sent to the Board of Directors, electronically or by phone, within 7 days stating the new date, time and/or location for the meeting.

### B. **Special Meetings**

Special meetings of the Board of Directors may be called by any four (4) Directors. Notice of any meeting of the Board shall be given at least 48 hours previous thereto by written notice to each Director deposited in the mail to his or her address as shown on the records of the Center, delivered electronically or in person. Any Director may waive notice of any meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not called or convened in accordance with these bylaws. The business to be transacted and the purpose of such must be specified in the notice of any special meeting of the Board.

### C. **Proxy Vote**

No proxy votes shall be allowed.

### D. **Quorum**

A quorum at a meeting of the Board of Directors shall not be less than one half of the number of voting

Directors fixed at the time of such meeting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Colorado Non-Profit Act, the Articles of Incorporation, or these By-laws.

### E. **Lack of Quorum**

If a quorum is not present, the meeting may be rescheduled by the President. A date, time and location for a continuance shall be noticed within 15 days of the originally scheduled meeting or to the next regular meeting.

### F. **Meeting by Phone or Electronically**

Members of the Board of Directors or any subcommittee may participate in a meeting of the Board or committee by means of speaker phone or electronically by which all persons participating in the meeting can hear or visually observe the communications of each other at the same time. Such participation shall count towards a quorum, equal to physical presence at an in-person meeting.

### G. **Serial Meetings**

Any action required or permitted to be taken at a meeting of the Directors, or any committee thereof, may be taken as part of a serial meeting when said action is taken by phone, e-mail or in writing, and each Director and/or committee member entitled to vote with respect to the subject matter thereof, is included in the discussion. Such consent shall have the same force and effect as a unanimous vote of the Directors. Such action will be reported in the minutes of the next regular board meeting.

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## **H. Special Committees**

Special Committees may be created, and individuals may be appointed to serve on those committees, by majority vote of the Board of Directors. All Special Committees are advisory, and shall present their recommendations, findings and work product to the Board of Directors for discussion and final vote.

1. Examples of Special Committees include, but are not limited to:
  - a. Finance and Budget
  - b. Programs
  - c. Grounds and Buildings
  - d. Membership
  - e. Fundraising
  - f. Personnel
2. Committee Composition
  - a. Chairs of the special committees shall be appointed by a majority of the members of the Special Committee and shall serve for one-year terms.
  - b. Each committee should have at least two members, including the chair.
3. Responsibilities of a Committee Chair
  - a. Notify the President, as an ex-officio member, of committee meetings.
  - b. Maintain files of special committee meeting agendas and proceedings.
  - c. Give brief progress reports at regular Board meetings.

## **Article VIII: Finances**

### **A. Fiscal Year**

The fiscal year of the Organization is a calendar year January 1 through December 31.

### **B. Checks and Drafts**

The Board of Directors and the Executive Director shall have authority to sign checks. All checks, drafts or other orders for the payment of money, issued in the name of the Organization, shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall be determined from time to time by resolution of the Board of Directors. Checks shall require two signatures.

### **C. Deposits**

All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such depositories as the Board of Directors may select.

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## **Article IX: General Provisions**

### **A. Waiver of Notice**

Whenever any notice is required to be given to any Director or other person under the provisions of these By-Laws, the Articles of Incorporation, or by applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

### **B. Prohibition Against Sharing in Corporate Earnings**

No Director, officer or employee of, or person connected with, the Organization, or any other private individual shall receive at any time any of the net earnings or pecuniary profits from the operations of the Organization, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Organization in effecting any of its purposes as shall be fixed by the Board of Directors, per Article V, Section G of these Bylaws; and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Organization.

### **C. Exempt Activities**

Notwithstanding any other provision of these By-Laws, no Director, officer, employee or other representative of the Organization shall take any action or carry on any activity by or on behalf of the Organization not consistent with the exempt status of organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### **F. Contracts and Instruments**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

### **G. Disclosures**

The Board of Directors shall provide a complete disclosure of any financial gains to the Organization. This shall be reported annually to the IRS.

## **Article X: Amendments**

These By-Laws and the Articles of Incorporation may be amended by a two-thirds (2/3) affirmative vote at any meeting of the Board of Directors, but no amendment shall be in order at any meeting unless at least 10 days' previous notice of the nature of the proposed amendment, shall have been given in writing to all Directors. Further provided that no such action shall be taken if such amendment would in any way adversely affect the Organization's qualification under Section 501(c)(3) of The Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue law).