

**BYLAWS  
OF  
POUDRE HERITAGE ALLIANCE**

**Article I**

The name of the corporation is Poudre Heritage Alliance, hereinafter referred to as the "Corporation." The principal office of the Corporation shall be Poudre Learning Center, 8313 West F Street, Greeley, Colorado 80631, but meetings of the Board of Directors may be held at other places, whether within or outside of Colorado, as may be designated from time to time by the Board of Directors.

The mission of the corporation shall be to **support and manage the Cache la Poudre River National Heritage Area.**

**Article II  
Board of Directors**

**Section 1. Number and Composition.** The affairs of this Corporation shall be managed by a Board of Directors, referred to as the "Board," composed of three (3) to fifteen (15) members. The initial Directors of the Corporation shall be those individuals named in the Articles of Incorporation. The Board composition shall include members from Weld and Larimer Counties, Greeley, Fort Collins, Windsor, Timnath, agricultural and water interests and the public shall be represented as well. Federal or state employees may serve as ex-officio (non voting) members including but not limited to representatives of the National Park Service and United States Forest Service.

**Section 2. Term of Office.** The initial Directors named in the Articles of Incorporation shall serve indefinite terms until replaced. Beginning in 2012 elections shall take place every other year at the last Board meeting in even numbered years. Elections may be made by secret, written ballots. Cumulative voting is not permitted. The candidates receiving the largest number of votes shall be elected. The initial Board of Directors, all Directors shall be appointed for a term of two (2) years and may be re-elected.

**Section 3. Resignation.** Any Director may resign at any time by giving written notice to the Board. Unless otherwise specified in such written notice, such resignation shall take effect upon the Board's receipt of the written notice, and the acceptance of such resignation shall not be necessary to make it effective. New Directors shall be elected by a majority vote of the remaining voting Board Members.

**Section 4. Removal.** Any Director may be removed from the Board, with or without cause, if two-thirds of all voting Directors vote for such person's removal. In the event of death, resignation, or removal of a Director, the successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the

predecessor. Founding entities with seats on the Board may recommend candidates to fill vacancies for their entity's seat.

**Section 5. Compensation.** No Director shall receive compensation for any service rendered to the corporation. However, any Director may be reimbursed for actual travel expenses incurred while away from their homes on official business including per diem in lieu of subsistence, in the same manner as persons employed intermittently in the government service are allowed expenses under the Internal Revenue Service Code.

**Section 6. Executive Committee.** The day-to-day management of the Corporation, including coordination of all working committee activities, shall be overseen by an Executive Committee appointed by the Board. The Executive committee shall be led by the Chair and shall include the Vice-Chair, Secretary, Treasurer, and two other members of the Board. The Executive Committee may draft action plans, budgets, and financial reports for Board approval. The Executive Committee shall negotiate and draft all agreements between the Corporation and third parties for approval by the Board. The Board shall have the power to appoint and fix the compensation and benefits, if any, and other personnel rules of any such staff as may be necessary to carry out the duties of the Corporation.

**Section 7. Other Committees.** The Board may appoint other committees from time to time and may assign appropriate duties and authorities to them.

### **ARTICLE III**

#### **Meeting of Directors**

**Section 1. Regular Meetings.** Regular meetings of the Board shall be held at least quarterly, but may be held more frequently, with notice of date, time and location.

**Section 2. Special Meetings.** Special meetings of the Board shall be held when called by the Chair or Vice-Chair or seven of the members of the Board, after not less than three (3) days notice is called. Notice of the place, time, date and purposes(s) of such special meetings shall be given to each Director by mail, email, or telephone, not less than three (3) days before the meeting. Directors may waive notice in writing or by attending a meeting without objecting to the lack of such notice. Special meetings may also be held by telephone.

**Section 3. Quorum.** A majority of the existing Board shall constitute a quorum, but a lesser number of voting Board members may hold meetings. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

**ARTICLE IV**  
**Powers and Duties of the Board of Directors**

**Section 1. Powers.** The Board of Directors shall have power to:

- A. Plan and oversee all activities of the Corporation.
- B. Hire, supervise, evaluate, and fire personnel retained by the Corporation in connection with its activities.
- C. Cause the Corporation to hold such property as is necessary to accomplish its purposes.
- D. Cause the Corporation to enter into, perform, amend, alter, renew, replace, or terminate such oral or written agreements with third parties, of every kind and nature, as may be deemed necessary or useful to accomplish the purposes of the Corporation.
- E. Adopt policies and regulations not inconsistent with the Articles of Incorporation or these Bylaws, for the management of the Corporation's activities.
- F. Cause the Corporation to perform any lawful act consistent with Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

**Section 2. Records.** The board, through its Secretary, shall cause to be kept a complete record of all its acts and to establish policies for the keeping of accurate and reasonably complete records of the financial affairs and other activities of the Corporation.

**ARTICLE V**  
**Officers and Their Duties**

**Section 1. Enumeration of Officers.** The officers of this Corporation shall be a Chair and Vice-Chair, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

**Section 2. Election of Officers.** The election of officers shall take place at the first meeting of the board following each meeting at which a new Board is elected.

**Section 3. Term.** The officers of this Corporation shall be elected by the Board and each shall hold office for two (2) years unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve. Officers may be elected to multiple consecutive terms.

**Section 4. Special Appointments.** The Board may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may determine.

**Section 5. Resignation and Removal.** Any officer may be removed from office, with or without cause, by a two-thirds (2/3) vote of the entire voting Board. Any officer may resign at any time by giving written notice to the Board, the Chair or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time

specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6. Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

**Section 7. Duties.** The duties of the officers are as follows:

**A. Chair** The Chair shall preside at all meetings of the Board and shall see that orders and resolutions of the Board are carried out. The Chair shall serve also as the Executive Director until or unless an Executive Director is appointed by the Board.

**B. Vice-Chair** The Vice-Chair shall act in the place and stead of the Chair in the event of his or her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

**C. Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current record showing the members of the Corporation together with their addresses, and shall perform such other duties as required by the Board.

**D. Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board; shall sign all checks of the Corporation; keep proper books of account; cause an annual audit of the Corporation books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

**ARTICLE VI**  
**Books and Records**

The books, records, and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any Director. The Articles of Incorporation and the Bylaws of the Corporation shall be available for inspection by any Director at the Poudre Learning Center, 8313 West F Street, Greeley, Colorado 80631.

**ARTICLE VII**  
**Amendments**

**Section 1.** These Bylaws may be amended, at a regular or special meeting of the Board, by a two-thirds (2/3) vote of all voting Directors.

**Section 2.** In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

**ARTICLE VIII**  
**Miscellaneous**

The fiscal year of the Corporation shall begin on the first day of July and end on the 30<sup>th</sup> day of June of every year, except that the first fiscal year shall begin on the date of incorporation.

If and when this Corporation ever dissolves and ceases to exist under the laws of the State of Colorado, all of its assets, both cash and property, shall be given as a donation, without any conditions attached, to an entity qualified to receive such net assets under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax codes.

IN WITNESS WHEREOF, we, being the Directors of Poudre Heritage Alliance have hereunto set our hands this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, effective as of 12:01 a.m. \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Vice-Chair

\_\_\_\_\_  
Treasurer

**CERTIFICATION**

I, the undersigned, do hereby certify:

THAT, I am the duly elected and acting Secretary of Poudre Heritage Alliance, a Colorado Non-Profit Corporation, and

THAT, the foregoing Bylaws constitute the original Bylaws of said Corporation, as duly adopted at a meeting of the Board of Directors thereof, held on \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, effective as of 12:01 a.m. on \_\_\_\_\_, \_\_\_\_\_.

IN WITNESS WHEREOF, I have hereunto subscribed my name and certify the Corporation this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Secretary