

PROPOSED DRAFT
OF GUFFEY COMMUNITY ASSOCIATION BYLAWS
THE TEXT HERE IS PROPOSED TEXT ONLY AND MUST BE
FURTHER CHANGED AND APPROVED BY THE VOTING
MEMBERS OF THE GUFFEY COMMUNITY ASSOCIATION
THROUGH DEBATE AND DISCUSSION AT REGULAR GUFFEY
COMMUNITY ASSOCIATION MEETINGS

Edit Comments/Description:

1. Change Article I to include "Name" and "Purpose" sections. Need "Purpose" text.
2. Change all numbered sections to include the descriptor "Section" before each number.
3. Correct all typos.
4. Move Article II subsections for Number, Tenure and Qualifications up to numbered sections.
5. Delete Article II, Section 9.
6. Expand Article III, Section 2 into Section 2 and Section 3 and renumber following sections.
7. Need to correct officer names and certification dates at end of doc.
8. Inserted Article II Members and Article III Member Meetings and renumbered following Articles.
9. Inserted clause including Officers in Board of Directors.
10. Inserted Article IV, Section 5, subsections (A) to (F) to better define BOD meetings and conduct.
11. Deleted Article IV, Section 8, Quorum and renumbered following sections. This is specified now in the meetings sections.
12. Inserted Article III, Section 7, Order of Business
13. Insert clause ending the fiscal year.

By-Laws
of
Guffey Community Association

ARTICLE I -- ~~OFFICES~~ NAME, LOCATION, PURPOSE

Section 1 *Name.* The name of the corporation shall be The Guffey Community Association, Inc.

Section 2 *Location.* The principal office of the corporation in the State of Colorado shall be located in the Town of Guffey, also known as Freshwater, County of Park. The corporation may have such other offices, either within or without the State of incorporation as the board of directors may designate or as the business of the corporation may from time to time require.

Section 3 *Purpose.* The corporation is organized exclusively for charitable and educational purposes. The purposes of the corporation shall include but not be limited to:

- (A) Oversee Operation and Maintenance of GCA Community Center buildings.
- (B) Provide educational or charitable forum for community issues:
 - (1) where community individuals can make their needs known and voices heard;

- (2) where community individuals can take joint action on problems of mutual concern;
- (3) where community individuals can share resources;
- (C) Share educational or charitable information with the administrative and legislative branches of state, county and local government on issues approved by the Members;
- (D) Provide the general Guffey public community with educational or charitable information on services provided by state, local, and county governments; and
- (E) Perform any other educational or charitable community services as directed by the Board of Directors.

Article II. MEMBERS

SECTION 1. *Categories of Membership.* There shall be two (2) categories of membership in the Guffey Community Association as follows:

- (A) ***General Members.*** The board of directors may approve general membership for individuals which seek to affiliate with the Guffey Community Association. General members shall not be entitled to vote.
- (B) ***Voting Members.*** Any community individual or adult members of a family that has purchased a key to the Guffey Community Center shall be considered voting member(s).

SECTION 2. *Voting.* Each voting member shall be entitled to one (1) vote on each matter submitted to a vote of the members.

SECTION 3. *Dues.* Annual membership dues shall be determined by the board of directors.

SECTION 4. *Procedure for Membership.* An individual, agency or organization shall become a member of the Guffey Community Association if it:

- (A) meets the eligibility criteria;
- (B) agrees to work for the purposes of the Guffey Community Association and to operate within these bylaws; and
- (C) submits the membership application form and pays its dues, if applicable.

Article III. MEETING OF MEMBERS

SECTION 1. *Time.* An annual meeting of the members will be held each year on a date set by the board of directors. At least twenty-one (21) days' notice of the annual meeting shall be given to the members. Monthly meetings shall be held on the third (3rd) Wednesday of each month unless otherwise scheduled by the board of directors. Schedule change shall be given at least 7 days in advance of any scheduled meeting.

SECTION 2. *Order of Business.* At the annual meeting of members,

- (A) Elections of directors shall be held in accordance with Article IV.
- (B) A work program and budget describing the activities of the Guffey Community Association for the following year shall be presented to the membership and;
- (C) A program and financial report for the past year shall be presented to the membership.

SECTION 3. *Special Meetings.* Special meetings of the members may be called by the board of directors or upon written request/petition of at least one-third (1/3) of the members, who shall have stated in writing to the board of directors the purpose of such a meeting.

SECTION 4. *Voting.* At all meetings of the members, voting shall be by the members. Members must be present in person to vote; proxy votes shall not be allowed at any meeting of the members.

SECTION 5. *Open to the Public.* All meetings of the membership are open to the public.

SECTION 6. *Quorum.* At meetings of the membership, five(5) voting members shall constitute a quorum for the transaction of business.

SECTION 7. *Order of Business.* The order of business for all meetings shall be as follows:

- (1) Call to order -- sign in of attendees
- (2) Reading of previous meeting's minutes
- (3) Treasurer's report
- (4) Reports of Committees
- (5) Correspondence received/action to be taken thereon
- (6) Old/unfinished business
- (7) New business
- (8) Adjournment

ARTICLE IV - BOARD OF DIRECTORS

Section 1 *General Powers.* The business and affairs of the corporation shall be managed by its board of directors **which shall include the Officers of the Corporation.** The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with these by-laws and the laws of this State. .

Section 2 *Number*, ~~TENURE AND QUALIFICATIONS.~~ ~~(a)~~ The number of directors shall be determined from time to time by a unanimous vote of the sitting board of directors.

Section 3 *Tenure.* ~~(b)~~ The directors shall hold office for a period of one year. Elections shall be held annually at a regular meeting of ~~the~~ **the** board of directors.

Section 4 *Qualifications.* ©The qualifications of a prospective board member will be determined by the sitting board of directors based on the candidate's propensity to contribute to the welfare of the corporation.

Section 5 *Regular Meetings.* The directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

(A) *Schedule.* The board of directors will hold regular meetings at least four times each calendar year at such place and time as may be designated by the board of directors.

(B) *Notice.* Notice of regular and special meetings of the board of directors will be mailed at least 10 days prior to the day such a meeting is to be held. Unless called by a majority of the members at a membership meeting, no notice of board meetings need be served upon the membership.

(C) *Open to Public.* All meetings of the board of directors shall be open to the public. During any meeting, the board of directors may choose to enter “executive session,” at which time only the members of the board of directors and any invited guests will be allowed in the session.

(D) *Quorum.* Three (3) directors serving on the board immediately before the meeting begins, shall constitute a quorum for transacting business. Board members may participate by telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

(E) *Voting.* At a meeting at which a quorum is present, a simple majority affirmative vote of the directors voting is required to pass a motion before the board. The board chair may elect to vote or abstain.

(F) *Roberts' Rules of Order.* The rules contained in the current edition of *Robert's Rules of Order Newly Revised* will be the authority for all questions of procedure at any meeting of the Guffey Community Association.

Section 6 *Special Meetings.* Special meetings of the directors may be called by or at the request of the Chairman or any two directors. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by them. **Special meetings shall be conducted pursuant to Article VI, Section 5, paragraphs (C) through (F).**

Section 7 *Notice.* Notice of any **Special Meeting** shall be given at least seven (7) days previously thereto by written notice delivered personally or mailed to each director at his or her regular mailing address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. The attendance of a director at a meeting shall constitute a waiver of notice of such 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 lawfully called or convened.

~~**Section 8** **QUORUM.** At any meeting of the directors, plurality of the duly elected members shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, the meeting may be adjourned from time to time without further notice.~~

~~Section 9 MANNER OF ACTING.~~

~~The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.~~

Section 8 *Newly Created Directorships and Vacancies.* Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of the majority of the directors then in office, although less than a quorum exists, vacancies occurring by reason of removal of directors without cause shall be filled by vote of the directors. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his or her predecessor.

Section 9 *Removal of Directors.* Any of the directors may be removed for cause by action of the board.

Section 10 *Resignation.* A director may resign at any time by giving written notice to the board, the President or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 11 *Compensation.* No compensation shall be paid to directors, as such, for their services, but by resolution of the board a fixed sum and expenses for actual attendance at each regular or special meeting or the board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 12 *Presumption of Assent.* A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent of such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 13 *Indemnification.* The Company will indemnify its officers and directors to the fullest extent allowed by the laws of the State of Colorado for actions taken or omitted in the course of the duties of officers and directors of the Company as such.

Section 14 *Executive and Other Committees.* The board, by resolution, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

ARTICLE V – OFFICERS

Section 1 *Number.* The officers of the corporation shall be a president, a vice-president, a secretary, treasurer, and a historian, each of whom shall be elected by the directors, Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors.

Section 2 *Election.* ~~AND TERM OF OFFICE.~~ The officers of the corporation to be elected by the directors shall be elected annually at a regular meeting of the board of directors.

Section 3 *Term of Office.* Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she resigns or shall have been removed in the manner hereinafter provided.

Section 4 *Removal.* Any officer or agent elected or appointed by the directors may be removed by the directors whenever in their judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5 *Vacancies.* A vacancy in any office because of health, resignation, removal, disqualification or otherwise, may be filled by the directors for the unexpired portion of the term.

Section 6 *President.* The president shall be the principal executive officer of the corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the directors, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

Section 7 *Vice President.* In the absence of the president or in the event of his or her death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The vice-president shall perform such other duties as from time to time may be assigned to him or her by the president or by the directors.

Section 8 *Secretary.* The secretary shall keep the minutes of the directors' meetings in one or more books provided for that purpose, see that all notices are fully given in accordance with the provisions of these by-laws or as required, be custodian of the corporate records and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the directors.

Section 9 *Treasurer.* If required by the directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such bank, trust companies or other depositories as shall be selected in accordance with these by-laws and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the directors.

Section 10 *Historian.* The historian shall be responsible for maintaining all corporation archives. He or she will perform such other duties as from time to time may be assigned to him or her by the president or by the directors.

ARTICLE VI -- CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1 *Contracts.* The 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 corporation, and such authority may be general or confined to specific instances.

Section 2 *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 directors. Such authority may be general or confined to specific instances.

Section 3 *Checks, Drafts, Etc.* All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such a manner as shall from time to time be determined by resolution of the directors.

Section 4 *Deposits.* All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the directors may select.

ARTICLE VII -- FISCAL YEAR.

Section 1 *Fiscal Year.* The fiscal year of the corporation shall begin on the first day of January in each year ~~and end on the 31st day of December of that year.~~

The undersigned officers of the Corporation do hereby certify that these by-laws were adopted on the ~~16th day of March, 1988~~ Month/Day, 2011 in the manner prescribed by the Colorado Nonprofit Corporation Act by a quorum of members present at the meeting, and they received a unanimous vote.

~~Judith A. Custer~~ Kathy Boetcher, President _____ ~~May 18, 1988~~ Month/Day, 2011
~~Lynn R. Lowell~~ xxxxxxxxxxxxxx, Treasurer _____ ~~May 18, 1988~~ Month/Day, 2011