

January 31, 2017

**Bylaws
of
Upper Snowmass Creek Caucus**

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UPPER SNOWMASS CREEK CAUCUS BYLAWS

These Bylaws are based in part upon provisions of the Colorado Revised Nonprofit Corporation Act (the Act) and provisions of the Articles of Incorporation of the Upper Snowmass Creek Caucus (the Caucus) which were in effect when these Bylaws were adopted. To the extent of any inconsistency with the Act, the Articles of Incorporation and Bylaws shall prevail, and to the extent of any inconsistency between the Articles of Incorporation and Bylaws, the Articles of Incorporation shall prevail. In using these Bylaws, references also should be made to the then current provisions of the Act and the Articles of Incorporation.

1. Identification

- a. **Name.** The name of the Caucus is Upper Snowmass Creek Caucus.
- b. **Seal.** The Caucus may adopt a corporate seal, but has not elected to do so at this time.

If adopted, it shall be affixed in the corporate minutes of a member/Director meeting. The seal must contain the words "Colorado," and "seal." The seal may be affixed or manually drawn. A seal used to be required in Colorado to transfer real estate owned by the corporation, but a seal is no longer required for any purpose under Colorado law.

- c. **Fiscal Year.** The fiscal year of the Caucus shall end December 31 each year.

2. Capital Stock. The Caucus shall not authorize any capital stock.

3. Members.

a. **Members.** The Caucus shall not have voting members as defined in CRS Section 7-27-101. "Caucus residents" are defined as both resident and non-resident homeowners, and other people residing the caucus area such as renters. They shall have the rights set forth below. Caucus residents do not possess member voting rights as described in CRS Section 7-27-101 et seq.

b. **Place of Meetings.** Caucus meetings shall be held at the Aspen Camp for the Deaf cafeteria 4862 Snowmass Creek Road, Snowmass, Colorado, or by telephone conference call, or at such other place inside or outside Colorado, as the Board of Directors determine. Meetings will be held at 7:00 p.m. on the third Monday of each month. Caucus meetings shall be open to all members of the public residing within the Caucus area

and others by invitation.

c. **Annual Meeting.** The annual Caucus resident meeting shall be held at such times as the Directors designate. Failure to hold the annual meeting shall not cause the Caucus to be dissolved.

d. **Special Meetings.** Special meetings of the Caucus residents may be called by a majority of the Board of Directors.

4. Caucus Meetings.

a. **Meeting agenda and Caucus residents.** The Board of Directors of the Caucus shall set the Caucus meeting agenda at which land use decisions affecting the Caucus area shall be discussed. "Caucus residents" are defined as any party residing in property within the Caucus area. Any person who owns or leases property within the Caucus area may attend these meetings, and they may propose items to discuss that affect Caucus residents or relate to property or land use decisions within the Caucus area. Notice of Caucus meetings shall be sent by email, mail, telephone, or any other method the Caucus agrees upon at least 14 days prior to the meeting, with a follow-up reminder notice sent by email prior to the meeting.

b. **Caucus resident Voting.** All people who own or lease property within the Caucus area, both residents and non-residents, may vote to elect the Caucus Board of Directors, and on any other matter which the Caucus Board agrees to submit to a Caucus resident vote, with one vote granted per Caucus resident. If a Caucus resident owns or leases more than one property in the Caucus area, the resident shall be granted only one vote. Caucus residents may revisit items that were previously voted upon if a majority of the Board attending agree to revisit the item.

c. **Board of Director Voting.** The Caucus anticipates that, other than electing Directors, Caucus residents will not vote on substantive Caucus matters. Rather, the Board of Directors will alone vote on these matters. A majority of the Board of Directors shall form a quorum, and all matters shall be decided by majority vote. Notwithstanding the above, the Board of Directors may refer Caucus matters to a vote by Caucus residents, provided advance notice of the vote is provided to Caucus residents (i.e., 14 days' notice, with a follow-up email as outlined above). In that case, the Caucus residents including all Board members present at the Caucus meeting shall form a quorum and a majority vote shall determine the outcome.

d. **Telephone Participation at Meetings.** Members of the of Directors may

participate in a meeting of the Board by means of a conference call whereby all members can hear each other, and participation in a meeting in this manner shall be counted to obtain a quorum. Board members participating in a Board meeting by phone shall be eligible to vote on applications. A hearing-impaired Board member without an available translator may participate fully in such a meeting via a telephone translator.

e. **Regular Participation at Meetings.** Members of the Board of Directors shall and are expected to voluntarily resign if they find that they are unable to attend or participate in a conference call for the majority of the Board meetings and events throughout each calendar year. If there are extenuating circumstances such as a prolonged illness in the family or other business or personal commitments that preclude attendance for an extended period, such Directors are encouraged to convey those circumstances to the President, Secretary or full Board. There is no automatic resignation due to absence from scheduled meetings.

f. **Ad hoc Advisory Committees.** The Board may from time to time choose to appoint an ad hoc advisory committee subject to the provisions set forth in Article 7 below.

g. **Master Plan.** The Caucus shall develop a master plan for the Caucus area. The Caucus may recommend changes to the master plan at any Caucus meeting. Since Pitkin County must incorporate changes to the master plan into its county comprehensive plan, votes to change the master plan will follow procedures developed with Pitkin County's input to keep this process from being cumbersome.

h. **Communication with Pitkin County.** The Caucus shall devise procedures to notify Pitkin County about decisions made by the Caucus, and identify who shall communicate with the county.

i. **Conflicts of interest.** Board members may not vote on any decision that directly affects the Board member's property ("Conflicted Board member"). This voting ban shall not apply to indirect impacts that affect the overall Caucus area or region where the Board member resides. Caucus area residents and Conflicted Board members may express their opinion about matters that directly affect their property, but they must then recuse themselves so that they are not present when any further Board discussion or Board vote regarding the conflicted property is conducted.

j. **Minutes.** The officers shall identify a person who shall serve as Secretary in order to keep the Caucus minutes. Any Caucus resident may review all Caucus minutes and decisions without limitation. Caucus minutes and decisions shall be maintained in an

electronic file or files that are easily accessible by the residents.

5. Board of Directors.

a. **Number and Qualifications.** The Caucus's business shall be managed by a Board of Directors, initially comprised of seven individuals; the Caucus is eligible to have between 3 and 7 Directors. Directors are not required to be residents of Colorado but they must own or lease property within the Caucus area. No two family members may serve simultaneously on the Board of Directors.

b. **Caucus Representation on the Board of Directors.** Residents may nominate or apply to be candidates for the Board of Directors. At least 30 days prior to the date of the annual or special meeting for the election of the Board of Directors (“Election Date”), a proposed slate of candidates shall be assembled by the Board of Directors. Efforts will be made to encourage participation in the Board of Directors by residents from all neighborhoods and areas of the Caucus planning area. To this end, at least 45 days prior to the Election Date, email notice to all residents shall be given inviting residents to nominate candidates, or to apply as candidates and one sign shall be posted announcing the Election Date, urging candidates to apply, and listing the website address for the Caucus.

c. **Electing Directors.** Each Caucus resident shall be entitled to vote by secret written ballot delivered in envelopes displaying on the outside the name and address of the member in order to demonstrate eligibility to vote, or electronically by email. Such ballots may be delivered at any time up until 7:00 pm on the Election Date, either to the Election Judge or to a locked ballot box if one is provided. If more than 7 candidates receive a majority of all votes cast, then the Board of Directors shall consist of those 7 candidates receiving the greatest number of votes.

d. **Director Terms.** The initial Board of Directors shall hold office until the first annual meeting of Directors and until their successors are elected and qualified. Caucus residents shall elect the Directors at the regularly scheduled election, although the Board of Directors may fill any vacancy on the Board of Directors. If no new Directors are elected the current Directors shall continue to serve. Director terms shall be two years. Directors may serve in this capacity for six consecutive years, and must then rotate off the Board for at least one year before being eligible to rejoin the Board, unless the Board of Directors votes to override this provision and permit long serving Directors to continue to serve. Director terms shall be staggered according to

a schedule maintained by the Caucus so that all Directors do not rotate off the Board at the same time.

e. **Removal and Resignation.** The entire Board of Directors or any lesser number may be removed, with or without cause, by a majority of the Directors then in office. Any Director may resign at any time, effective upon delivery of or upon the terms stated in a written resignation.

f. **Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the majority vote of the remaining Directors. If a Director has failed to regularly attend meetings, a majority of the Board present at a meeting at which a quorum is present may elect another Director to the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor. A Director appointed to fill a vacancy may be re-appointed for the same number of terms that new Directors may be elected, as described in paragraph 5.d above.

g. **Annual Meeting.** The Board of Directors shall meet each year to elect Officers and consider any other proper business. Failure to hold the annual meeting shall not cause the Caucus to be dissolved. Adequate notice of this meeting shall be given to the members of the Board of Directors, but in no event shall more than seven days notice be required for a meeting. Directors may waive the notice requirement of any meeting.

h. **Meeting Notice.** Notice of regular meetings shall be deemed to be given when the Board adopts a regular meeting schedule (such as the second Tuesday of each month at 12:00 pm). Notice of other meetings may be given by regular mail, fax, email, or telephone. Directors shall be given notice of any meetings not held at a regularly scheduled meeting time.

i. **Other Meetings.** Other meetings of the Board of Directors may be held upon notice to Caucus residents that a meeting is being scheduled; 14 days' notice and a follow-up email reminder is required, as is the case with regular meeting notice set forth in Article 4.a above. Notice of any meeting may be waived either orally or in writing by any Director at any time. Neither the business to be transacted, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice.

j. **Quorum and Voting.** A majority of the Directors shall constitute a quorum for the transaction of business. Except as otherwise provided in these bylaws, 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. If there is a tie vote, the matter voted upon will be deemed to have failed. A Director may appoint another Director as his proxy for

purposes of determining a quorum and for purposes of voting on a particular proposal, but the appointment must be in writing, must describe the particular proposal to be voted upon, and must direct the vote to be cast by the proxy. Directors may vote by email or telephone.

k. **Action without a Meeting.** Any action that may be taken at a meeting of the Directors may be taken without a formal meeting if the action taken is set forth in writing. All Directors must set forth in writing that they waive the required meeting notice and whether they vote for, against, or abstain from voting on the action. The number of affirmative votes must equal a majority as if all Directors had been present at the meeting. Minutes setting forth the action taken and the votes of the Directors shall be kept with the corporation's minutes.

l. **Loans and Investments.** The Board of Directors may authorize the Caucus to loan funds for any valid corporate purpose, may invest the funds of the Caucus as it deems proper, may take and hold any property as security for the payment of funds so loaned or invested. The Caucus may not lend money to its Directors or Officers; see CRS Section 7-128-501(2).

m. **Meeting Conduct.** The Board will conduct meetings according to the Modern Rules of Order, a copy of which is attached as an Exhibit to these bylaws.

n. **Emeritus Directors.** The Board of Directors may appoint emeritus Directors in recognition of their long-time participation in the Caucus, who shall not vote as Directors, but may attend and otherwise participate in all meetings of the Board of Directors. The term of office of an honorary Director shall be as specified by the Board of Directors.

6. Officers.

a. **Officers.** The Officers of the Caucus shall consist of a President, Vice-President, Secretary and Treasurer, and other Officers and agents deemed necessary by the Board of Directors, each of whom shall be elected by the Board of Directors at its annual meeting. Both non-resident and full time residents may serve as Officers of the Caucus. Any two or more offices may be held by the same person, including the offices of President and Secretary.

b. **Vacancies.** Vacancies shall be filled by the Board of Directors, and the new Officer shall hold office until a successor is chosen and qualified.

c. **President.** The President shall be the executive manager of the Caucus subject to the control of the Board of Directors. The President shall preside at all Director meetings

and perform duties provided in these Bylaws and as the Board of Directors prescribes.

d. **Vice-Presidents**. Vice-Presidents, if any, shall perform the duties set forth by the President or by the Board of Directors. If the Caucus has more than one Vice-President, the Senior Vice-President shall perform all the duties incumbent upon the President during the absence or disability of the President. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors may prescribe.

e. **Secretary**. The Secretary or a delegate selected by the President or the Board shall attend all meetings of the members and of the Board of Directors and shall keep a true and complete record of the proceedings of such meetings. The Secretary shall be custodian of the records (and of the seal of the Caucus and shall see that the seal is placed on documents whenever required, if the Caucus has obtained a seal). The Secretary shall give all notices and perform other duties as the Bylaws or the Board of Directors require.

f. **Treasurer**. The Treasurer may delegate the tasks set forth here to a person selected by the President or the Board. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Caucus. That Treasurer shall be the legal custodian of all monies, notes, securities and other valuables that may from time to time come into the possession of the Caucus. The Treasurer shall deposit all funds of the Caucus in a bank account in the name of the Caucus designated by the Board of Directors. If there is no Treasurer, the Secretary shall assume these duties. The Treasurer shall report the financial statements, including a balance sheet and year-to-date profit and loss statement that are no more than 30 days old, at every regularly scheduled Director or member meeting.

g. **Absent Officer**. In case of the absence of any Officer of the Caucus or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may transfer the powers or duties of that Officer to any other Officer or to any Director or employee of the Caucus, provided that the majority of the full Board of Directors concurs.

h. **Compensation**. Officers shall receive no compensation unless otherwise authorized by the Directors. Expenses shall be reimbursed if authorized by the Board.

7. Committees

a. **Director Committees.** The Board of Directors may designate and appoint one or more committees, each of which shall have at least one Director. Committees shall have the authority of the Board of Directors to work with the Caucus, to the extent specified in the Resolution establishing the committee and until revoked, except that no committee can amend the bylaws; change the committee membership or the Directors of the Caucus; amend the Articles of Incorporation; adopt a plan to merge or consolidate with another corporation, or adopt a plan to convert to another type of entity; authorize the sale, lease, exchange or mortgage of all or substantially all of the Caucus's assets outside the ordinary course of business; distribute the assets of the Caucus; or amend any resolution of the Board of Directors. Delegating authority to committees does not change the standards of conduct imposed on Directors by Colorado law, as set forth in Colorado Revised Statute Section 7-128-401 and reproduced at Appendix E.

b. **Other Committees.** The Board of Directors may appoint other Committees. In this case, the persons authorized to appoint committee members may also remove them if, in their judgment, removal is in the best interests of the Caucus.

8. Checks, Deeds and Contracts. The Board of Directors shall appoint person(s) who have authority to sign checks, deeds, mortgages and other written contracts that bind the Caucus. Two signatures shall be required to negotiate any check over \$500. The Board of Directors may authorize any Officer or employee to sign instruments for the Caucus, without requiring a countersignature, and may also authorize the use of facsimile signatures of these persons.

9. Amendments. These Bylaws may be amended or repealed by a majority vote of the entire Board of Directors holding office. Prior notice is not required to amend the Bylaws.

10. No Private Inurement. No part of the net earnings of the Caucus shall inure to the benefit of, or be distributable to, its Directors, Officers or other private persons, except that the Caucus shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions for the Caucus's charitable and educational purposes to the extent consistent with law and the Articles of Incorporation and these bylaws. The Caucus shall not carry on any other activities not permitted to corporations exempt from federal income tax under IRC § 501(c)(3).

11. Indemnification. The Caucus shall eliminate all personal liability of its Directors, Officers, employees, or volunteers for any breach of fiduciary duty owed to the nonprofit, and pay their legal defense costs in advance for all acts except for the following: breach of loyalty, acts or omissions in bad faith, intentional misconduct, known violations of law, loans to any Officer or Director, or any transaction when the Director obtained an improper financial benefit. The nonprofit shall also eliminate all personal liability of its Directors or Officers for any injury to person or property arising out of a tort committed by an employee unless the Director or Officer was personally involved in this tort, or committed a criminal offense, pursuant to CRS § 7-128-402. The nonprofit by these Articles adopts the provisions regarding Director liability and indemnification in the Colorado Business Nonprofit Act at CRS §§ 7-108-401 through 7-108-501, and CRS §§ 7-109-101 through 7-109-110. This article also incorporates CRS § 7-126-103 which states that “The Directors, Officers, employees, and members of a nonprofit corporation are not, as such, personally liable for the acts, debts, liabilities, or obligations of a nonprofit corporation.” This article also incorporates CRS §§ 13-21-115.7 and 13-21-116, which generally provide that any Director who is not compensated by the nonprofit shall be immune from civil liability for any act or omission which results in damage or injury if the Director was acting within the scope of his or her official functions.

These bylaws were approved at a Director meeting on the date entered below.

Signed:

Brian Leach, President

Date

Attachments:

Appendix A: Bylaw changes to comply with IRS 2009 Requirements

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