

**CONIFER AREA COUNCIL
BY-LAWS**

**Amended
5/1/08**

**ARTICLE I
Name**

Section I.1 Name: The Name of this organization shall be Conifer Area Council.

**ARTICLE II
Mission / Goals / Strategies / Policies**

Section II.1 Mission: The Mission of Conifer Area Council is to work as a broad based group to provide a forum to identify and address community issues.

Section II.2 Goals: The Goals of Conifer Area Council are to:

II.2.a Promote community participation, collaboration and action in community issue decision-making.

II.2.b Sponsor the free and open exchange of information and ideas.

II.2.c Provide the venue for periodic review and support of the Conifer/285 Corridor Area Community Plan.

Section II.3 Strategies: The Strategies of Conifer Area Council are to:

II.3.a Educate

II.3.b Define issues

II.3.c Communicate

II.3.d Facilitate

Section II.4 Policies: The Policies of Conifer Area Council shall be:

II.4.a To study and/or take action on community issues in the public interest, according to the Mission, Goals and Strategies of Conifer Area Council and according to the Yearly Agenda set at the Annual Meeting.

II.4.b All meetings will be open to the public.

ARTICLE III
Membership

Section III.1 Eligibility: Any person who subscribes to the mission, goals, strategies and policies of Conifer Area Council, and registers with the Council, shall be eligible for membership.

Section III.2 Types of Membership: The membership of the Conifer Area Council shall be composed of Voting Members and Associate (non-voting) Members.

III.2.a Voting Members shall be the Board of Directors of Conifer Area Council. Officers and Directors must be at least 18 years of age who live in or have property or a business within the Conifer/285 Corridor Area Community Plan area or Conifer is their community of interest.

III.2.b Associate Members (non-voting) shall be all other persons interested in the Conifer/285 Corridor Area Community who have requested to be on a Conifer Area Council e-mail or mailing list.

Section III.3 Dues: Dues may be established by the Board of Directors.

ARTICLE IV
Board of Directors

Section IV.1 Number, Selection and Term: Directors shall be elected by the Voting Members at the Annual Meeting. Directors shall be elected for a one-year term and shall hold office until the next Annual Meeting. In the case of a Vacancy, the replacement Director shall be elected and hold office until the next Annual Meeting. Directors may be elected for successive terms. The Board of Directors shall consist of not less than 9 nor more than 13 members, including the President, as determined by the Board of Directors.

Section IV.2 Qualifications: Officers and Directors shall be at least 18 years of age who live in or have property or a business within the Conifer/285 Corridor Area Community Plan area or Conifer is their community of interest. It is the responsibility of each Officer and Director to make decisions based upon the Mission, Goals, Strategies, and Policies of Conifer Area Council, and not for personal gain.

Section IV.3 Conflict of Interest Policy: If a Director has a financial, or other, interest conflicting with the interest of Conifer Area Council in any matter, then the individual must bring the conflict to the attention of the other Directors and refrain from deliberating or voting in any decision with respect to the matter. Each Director will review and sign said Policy as required by the Board of Directors.

Section IV.4 Vacancies: Any vacancy occurring in the Board of Directors other than the office of the President may be filled, until the next Annual Meeting, by a simple majority vote of the remaining members of the Board of Directors.

Section IV.5 Powers and Duties: The Board of Directors shall have full charge of the property and business of the Conifer Area Council, with full power and authority to manage and conduct same.

IV.5.a The Board of Directors shall plan and direct the work necessary to carry out the program adopted at the Annual Meeting and other general meetings.

IV.5.b The Board of Directors shall designate sub-groups as it may deem necessary.

Section IV.6 Meetings: There shall be at least six regular meetings of the Board of Directors annually as determined by the Board of Directors. The President may call special meetings of the Board of Directors and shall call a special meeting upon the written request of five members of the Board of Directors.

Section IV.7 Action without a Meeting: The Board of Directors may transact business at a meeting, via fax, e-mail, or by any other method of communication in accordance with standard business practices. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting if written notice describing the agenda and written acknowledgement by aforementioned methods by all Directors are completed and noted. All such actions shall have the same effect as action taken at a meeting.

Section IV.8 Telephone Meetings: The Board of Directors may permit any Director to participate in a meeting of the Board of Directors through the use of any means of communication by which all Directors participating in the meeting can hear each other during the meeting. A Director participating in a meeting in this manner is deemed to be present in person at the meeting.

Section IV.9 Quorum: A simple majority of the members of the Board of Directors shall constitute a quorum. Upon written request by two or more Directors, a simple majority of the entire Board shall be required for a decision on a specific agenda item.

Section IV.10 Resignation: A Director may resign at any time by giving written notice of resignation to an Officer of Conifer Area Council. The resignation is effective when the notice is received by Conifer Area Council unless the notice specifies a later effective date.

Section IV.11 Removal: Any Director may be removed after reasonable notice if, in the determination of a majority of the entire Board of Directors, it is in the best interest of Conifer Area Council.

ARTICLE V

Officers

Section V.1 Enumeration and Election of Officers: The Officers of Conifer Area Council shall be President, Vice President, Secretary and Treasurer. They shall be elected by the newly elected Board of Directors prior to the conclusion of the Annual Meeting and begin their terms immediately.

Section V.2 President: The President shall preside at all meetings of the organization and of the Board of Directors unless the President shall designate another to preside. The President shall be, ex-officio, a member of all committees except the Nominating Committee.

Section V.3 Vice President: The Vice President shall assist the President and shall perform such duties as may be assigned to him/her by the President or by the Board of Directors. In the event of absence, disability, resignation or death of the President, the Vice President will perform all duties of that office until such time as the Board of Directors shall elect one of its members to fill the vacancy.

Section V.4 Secretary: The Secretary shall keep minutes of all business meetings of Conifer Area Council and of all meetings of the Board of Directors. The Secretary shall sign, with the President, all contracts and other instruments when so authorized by the Board of Directors and shall perform such other functions as may be assigned to this office.

Section V.5 Treasurer: The Treasurer, or duly appointed assistant, shall collect and receive all monies due. The Treasurer shall be the custodian of those monies, shall deposit them in an authorized financial institution designated by the Board of Directors, and shall disburse the same only upon order of the Board of Directors. The Treasurer shall present statements to the Board at their regular meetings and an annual report at the Annual Meeting.

ARTICLE VI
Indemnification

Section VI.1 Any Board of Directors member or other person who performs services for Conifer Area Council at the request of Conifer Area Council and who does not receive compensation other than reimbursement of expenses shall be immune from civil liability to the extent provided by applicable law. Each Director of Conifer Area Council shall discharge his or her respective duties in compliance with the standards of the law of the State of Colorado, including, without limitation: a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner such Director reasonably believes to be in the best interests of Conifer Area Council, as determined by Conifer Area Council. Conifer Area Council shall further have the authority to the maximum extent permitted by law to purchase and maintain insurance providing such indemnification.

ARTICLE VII
Financial Administration

Section VII.1 Fiscal Year: The Fiscal Year of Conifer Area Council will be each twelve month period beginning July 1 and ending June 30.

Section VII.2 Budget: A Budget for the ensuing year shall be submitted by the Treasurer to the Board of Directors for adoption at the Annual Meeting. The Budget shall include support for the work of Conifer Area Council as a whole.

Section VII.3 Budget Committee: A Budget Committee shall be appointed by the Board of Directors at least two months prior to the Annual Meeting to prepare a Budget for the ensuing year.

Section VII.4 Audit: There shall be an annual Fiscal Year Audit of the Treasurer's books performed by the Board of Directors' designee preceding the Annual Meeting.

Section VII.5 Distribution of Funds on Dissolution: In the event of a dissolution for any cause of Conifer Area Council, all monies and securities and other property of whatsoever nature, whether real, personal, or mixed, which may at the time be owned by or under the control of Conifer Area Council, shall be disposed of by any Officer of the organization, for such public, charitable, or educational uses and purposes as may be designated by the then Board of Directors of Conifer Area Council.

ARTICLE VIII
Meetings

Section VIII.1 Board Meetings: There shall be at least six regular meetings of the Board of Directors annually as determined by the Board. The President may call special meetings of the Board of Directors and shall call a special meeting upon the written request of five members of the Board of Directors.

Section VIII.2 Membership Meetings: In addition to the Annual Meeting there may be other general membership meetings during the year if changes in the Yearly Agenda must be voted upon. The Board of Directors shall determine time and place.

Section VIII.3 Annual Meeting: An Annual Meeting shall be held on a date in May to be determined by the Board of Directors. The Annual Meeting shall:

VIII.3.a Adopt a local Yearly Agenda for the ensuing year.

VIII.3.b Elect Directors and members of the Nominating Committee.

VIII.3.c Adopt a Budget.

VIII.3.d Transact such other business as may properly come before it.

Section VIII.4 Study/Action Team Meetings: The Study/Action Teams will meet, as community issues arise which require study or action. See Article XI for definition of Study/Action Teams.

ARTICLE IX
Nominations and Elections

Section IX.1 Nominating Committee: The Nominating Committee shall consist of three Voting or Associate Members of Conifer Area Council appointed by the Board of Directors at the Annual Meeting for the subsequent Fiscal Year.

Section IX.2 Report of the Current Year Nominating Committee and Nominations from the Floor: The report of the Nominating Committee shall be presented to the Board of Directors at the Board Meeting immediately prior to the Annual Meeting. At the Annual Meeting, nominations may be made from the floor by any Voting Member, provided the consent of the nominee shall have been secured.

Section IX.3 Elections: Elections shall be by ballot at the Annual Meeting. A majority vote of those present and qualified to vote shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE X Yearly Agenda

Section X.1 Authorization: The Mission, Goals, Strategies and Policies adopted by Conifer Area Council Board of Directors constitute the authorization for the adoption of the Yearly Agenda.

Section X.2 Yearly Agenda: The Yearly Agenda of Conifer Area Council shall consist of:

X.2.a Study and action to implement its Mission, Goals, and Strategies and Policies.

X.2.b Those community/local governmental issues chosen by the Board of Directors for concerted study and action.

ARTICLE XI Study / Action Teams

Section X.3 Study / Action Teams: Study / Action Teams (Team) will meet when needed to study, with possible action, according to the Yearly Agenda of Conifer Area Council set at the Annual Meeting or other general membership meeting, or based upon other needs of the community, as approved by the Board of Directors. Study / Action Teams may include but are not limited to:

X.3.a Community Events Coordination: This Team shall organize the Annual Meeting and, upon Board direction, organize other events during the year.

X.3.b Publicity and Information Exchange: This Team shall organize all communication through the local news media, other newspapers, and key community places.

X.3.c Donations, Fundraising and Grants Writing: This Team shall pursue donations, possible grants and fundraising ideas within IRC 501(c)(3) limitations.

X.3.d Other: Other Study / Action Teams shall be formed according to Board of Directors' approval and direction.

X.3.e Board of Directors' member liaisons: Each Study / Action Team will have a Conifer Area Council Board of Directors member as a liaison. This liaison is expected to attend meetings or provide a replacement Board of Directors member if unable to attend.

Section X.5 Member Action: Members may act in the name of the Conifer Area Council only when authorized to do so by the Board of Directors.

ARTICLE XI

Parliamentary Authority

Section XI.1 Parliamentary Authority: The rules contained in Robert's Rules of Order, Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE XII

Amendments

Section XII.1 Amendments: These By-Laws may be amended, altered, or repealed and new By-Laws may be adopted by the Board of Directors of Conifer Area Council by a two-thirds majority of the members of the Board of Directors.