

**BY-LAWS OF
COMMERCE CITY CULTURAL COUNCIL, INC.**

ARTICLE I

OFFICE OF THE CORPORATION

The name of this Corporation shall be the Commerce City Cultural Council, Inc., hereinafter referred to as the "Corporation". The principal office of the Corporation shall be located at 7887 E. 60th Ave., Commerce City, Colorado 80022, County of Adams, State of Colorado, or at such other location as the Board may designate or as the business of the Corporation may require from time to time.

ARTICLE II

PURPOSE

The purpose of this Corporation shall be to bring together Commerce City residents who are interested in the arts, including cultural representations of music, theatre, dance, visual media and other events with an emphasis on local and state artists. The Corporation's major function is to encourage, promote, and foster programs and events for the arts and cultural enrichment of the community.

ARTICLE III

ORGANIZATION

The organization of the Corporation is in accord with Title 7 of the Colorado Revised Statutes.

Non-Discrimination Policy

The Commerce City Cultural Council will fully comply with all Federal and State laws regarding nondiscrimination and equal opportunity. The Council does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status in any of its activities or operations. These activities include, but are not limited to, selection of volunteers, vendors, provision of services, and entertainment. We are committed to providing an inclusive and welcoming environment for all members of our community.

ARTICLE IV

POWERS OF BOARD OF DIRECTORS

The Board of Directors shall have all power and authority granted by, and accessory to, those powers and authority granted by the laws of the State of Colorado, specifically including, but not limited to, Title 7, Colorado Revised Statutes.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, except as otherwise provided by law or the Articles of Incorporation. An annual report/presentation will be made to City Council by the Directors.

SECTION 2. Number, Tenure and Qualifications. The number of Directors of the Corporation shall be not less than seven (7) nor more than fifteen (15), and said Directors shall be appointed by the City Council of the City of Commerce City. At least one (1) of the members of the Board of Directors shall always be a member of the City Council of the City of Commerce City. The terms of office of each member of the Board of Directors regularly appointed shall commence on the date of appointment.

The members of the Board of Directors who are members of the City Council of the City of Commerce City shall be appointed at the organization meeting of the City Council held after election of the City Council in odd-numbered years to serve for a term of two (2) years or until his/her successor has been appointed and has qualified. Members of the Board of Directors who are not members of the City Council of the City of Commerce City shall be appointed by the City Council for a term of three (3) years. A member of the Board of Directors must be a resident of the City of Commerce City, an owner or employee of a business located in the City of Commerce City, any employee of the City of Commerce City or a person who regularly does business in the City of Commerce City and is familiar with the needs of the City of Commerce City for the benefits that can be provided by the Corporation. If a member of the Board of Directors fails to satisfy the required qualifications while serving as a member of the Board of Directors, such member shall vacate the office and the vacancy shall thereupon be filled by appointment made by the City Council of the City of Commerce City after considering any recommendations made by the Board of Directors. Directors serving on the Cultural Council are required to be active on one (1) committee.

SECTION 3. Vacancies. Vacancies, other than by reason of expiration of terms of office, shall be filled for the unexpired term of his/her predecessor in office. Any member of the Board of Directors may be removed for cause or without cause by the City Council after considering any recommendation of the remaining members of the Board of Directors whenever, in their judgment, the best interest of the Corporation will be served thereby. Any Director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein and unless

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

SECTION 4. Regular Meetings. Regular monthly meetings of the Board of Directors shall be held at such time and place as shall be set by the Board of Directors from time to time, or as called by the President or any two Directors to be held at any place within the County of Adams as determined at the time the meeting is called.

SECTION 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may pick any place within the County of Adams as the place for holding any special meeting of the Board of Directors called by them.

SECTION 6. Notice. Notice of any regular or special meeting shall be given at least five (5) days prior to the date of meeting to each Director and posted publicly on the website and shall be deemed delivered on date posted. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail postage prepaid. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws. Provided however, that if a regular meeting is scheduled by the Board of Directors at a duly convened meeting, a subsequent notice of the meeting to the Board of Directors shall not be required.

SECTION 7. Quorum. Any five (5) members, which must include at least one officer, of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 8. Manner of Action. 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 law or by these By-Laws.

SECTION 9. Compensation. No compensation shall be payable to the members of the Board of Directors except payment is authorized for actual expenses incurred by any members of the Board as previously authorized by the Board.

SECTION 10. Presumption of Assent. Directors of the Corporation who are present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have consented to the action taken unless such members shall have noted in the negative or is authorized to abstain by the remaining members of the Board.

SECTION 11. Condition of Appointment. The Board of Directors are required to attend regular monthly meetings and attend the annual board meeting in the fall.

a) Absences. If a Director of the Board of Directors is absent and unexcused from more than three (3) meetings, in a calendar year (January-December), the board may by an affirmative vote of the majority present at a meeting request the City Council to remove said board member. An absence is considered excused if the Director gives advanced notice to an officer or staff member.

b) Activities & Programs. Actively participate in planning programs and events hosted by the Cultural Council.

ARTICLE VI

OFFICERS AND AGENTS

SECTION 1. General. The officers of the Corporation shall be a President, a Vice- President, and a Treasurer. The Board of Directors may appoint such other officers and assistant officers (non-voting members) as they may consider necessary, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board of Directors. No salaries shall be paid to any such officers. In all cases where the duties of any officer or agent are not prescribed by the Articles of Incorporation, the By-Laws or by the Board of Directors, such officer or agent shall follow the orders and instructions of the President.

The City of Commerce City will provide a staff person to assist the corporation in their operations. This staff person will be present at meetings and will assist with administrative tasks including keeping a record containing the names and addresses of all members of the Board of Directors, recording the minutes of the meetings of the Board of Directors and of the Corporation and other designated duties. The staff person will not have voting privileges on the board.

SECTION 2. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors biennially at the annual retreat. If the election of officers shall not be held at such meeting, such elections shall be held as soon thereafter as conveniently may be held. Terms will last for two (2) years and the officers will have alternating terms so that all positions will not be up for re-election in the same year. President and Treasurer will be elected in even years and Vice President will be elected in odd years. Each officer shall hold office until the first of the following to occur:

- a) His/her successor shall have been duly elected and shall have qualified;
- b) Until his/her death;
- c) Until he/she shall resign;
- d) Until he/she shall have been removed in the manner herein provided.

SECTION 3. Removal. Any officer or agent may be removed by a majority of the entire membership of

the Board of Directors whenever, in its judgment, the best interests of the Corporation shall be served thereby.

SECTION 4. Vacancies. A vacancy in any office described in Section 1 of this Article VI may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. Powers and Duties. The officers shall have such powers and shall perform such duties as may from time to time be specified in a resolution or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation.

SECTION 6. President. The President shall preside at the meeting of the Board of Directors and of the Corporation and shall execute written instruments on behalf of the Corporation. The President shall supervise the business affairs of the Corporation. The President or his/her designee shall attend all meetings of the Board of Directors. The President shall execute on behalf of the Corporation any legal instruments which the Board of Directors has authorized to be executed, shall sign correspondence authorized by the Board of Directors, shall promulgate policies and procedures, and in general shall perform all duties incident to the office of the President. The President may delegate all or portions of the duties prescribed in this paragraph.

SECTION 7. Vice-President. The Vice-President shall assist the President and shall perform such duties as may be designated by the President or by the Board of Directors. In the absence of the President, the Vice-President shall have the power and perform the duties of the President. The Vice-President shall assume the duties of the President in the event of absence, incapacity, or resignation of the President. The Vice-President shall also be responsible for the orientation of new board members.

SECTION 8. If both the President and Vice-President are not present at any regular, special, or emergency meeting of the Board of Directors, the Board of Directors may appoint a designee to function as the presiding officer for that meeting.

a) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

SECTION 9. Treasurer.

a) Shall be the principal financial officer of the Corporation and shall have the care and custody of all funds, securities and evidence of indebtedness and other personal property of the Corporation and shall deposit the same in accordance with the instructions of the Board of Directors with the support of the city staff liaison.

b) Shall receive and give receipts for monies paid on account of the Corporation and shall sign such checks and documents as are necessary to pay the debts and bills of the Corporation.

c) Shall prepare financial statements for all meetings of the board, grant applications and reports.

ARTICLE VII

COMMITTEES

SECTION 1. Committees of Directors. The Board of Directors, by Resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in such Resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

SECTION 1 . Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, 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 may be confined to specific instances.

SECTION 2. Checks, Drafts, or Orders. All checks, drafts, or 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 or agent or agents of the Corporation, and in such manner as shall from time to time be determined by Resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

SECTION 5. Grants/Fundraisers/Sponsorships. The Board of Directors may accept or request on behalf of the corporation grants, funds from fundraisers or sponsorships for the support of programs planned by the corporation.

ARTICLE IX

BOOKS AND RECORDS

The Corporation and/or city liaison shall keep correct and complete books and records of account and

shall also keep Minutes of the proceedings of its Board of Directors.

ARTICLE X

MEMBERSHIP AND CAPITAL STOCK

The Corporation shall have no membership and no capital stock shall be issued.

ARTICLE XI

CONFLICT OF INTEREST

Neither Board Member nor any employee of the Board shall vote or otherwise participate in any matter in which he/she has a specific financial interest which is defined as a matter in which the member or employee would receive a benefit or incur a cost benefit substantially greater than persons in general. When such conflict of interest appears, it is the duty of the Board Member or employee to make such interest known and he/she shall then refrain from voting on or otherwise participating in the particular transaction involving such conflict of interest.

ARTICLE XII

NON-LIABILITY AND INDEMNIFICATION

The private property of the members of the Board of Directors and of the officers shall not be subject to the payment of Corporation debts to any extent whatsoever. To the fullest extent permitted by law, neither any Director nor officer of this Corporation shall be liable to the Corporation for monetary damages for breach of fiduciary duty as a Director or as an officer of the Corporation.

ARTICLE XIII

WAIVER OF NOTICE

Whenever notice is required by law, by the Articles of Incorporation or by these By- Laws, a waiver thereof in writing, signed by the Directors or other persons entitled to such notice, whether before, at or after the time stated therein, or by appearance at such meeting in person, shall be equivalent to such notice.

ARTICLE XIV

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of the next December.

ARTICLE XV

AMENDMENT

The Board of Directors shall review the bylaws annually and have the power to make, amend and repeal the By-Laws of the Corporation at any duly convened meeting of the Board after full discussion of such amendment. These By-Laws may be amended at any regular meeting by a two-thirds (2/3) vote of those voting, provided notice was given at the previous regular meeting of the proposed changes in the By-Laws. Provided, however, any such amendment shall not be adopted unless a two-thirds (2/3) vote of the Board of Directors present and voting at a meeting called for the purpose of considering such proposed amendment or amendments affirmatively adopts such amendment or amendments and provided further that the requirement for approval by the City Council of Commerce City of appointment or removal of the members of the Board of Directors, as set forth in Sections 2 and 3 of Article IV, shall not be amended without approval of the City Council of Commerce City.

ARTICLE XVI

PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order shall govern the proceedings of the Corporation except in such cases as are governed by the By-Laws.

ARTICLE XVII

DISSOLUTION

In the event of the dissolution of the Corporation for any reason, the assets of the Corporation shall be applied and distributed as follows:

- a) The Board of Directors shall comply with the dissolution provision in the Articles of Incorporation.
- b) All liabilities of the Corporation shall be paid.
- c) Assets held by the Corporation on condition requiring return or transfer shall be returned or transferred according to the requirement.
- d) Remaining assets held by the Corporation will be transferred to the City of Commerce City, Colorado to be utilized for cultural and educational purposes.

APPROVED AND ACCEPTED this day of , 2020.

Abraham Ramirez

Angela Ramirez

Craig Hurst

Jacqueline Riggs Gonzales

Johni Grabinski

Jose Guardiola

Lucy Molina

Ronna Sanchez

Samantha Hunt

Sandra Escobar