

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. In the absence of the Treasurer, the President shall perform the duties of the Treasurer. 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.

~~aa)~~ 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) Reviewing and reconciling all financial transactions and bank statements on a weekly basis to ensure accuracy, compliance, and timely detection of discrepancies.

~~bc)~~ 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.

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