

**BYLAWS OF  
COLORADO CHAUTAUQUA ASSOCIATION**

**Approved by Board of Directors, April 24, 2017**

**Approved CCA members July 17, 2017**

**ARTICLE I**

Offices

The principal and registered office of the Colorado Chautauqua Association (the “Association”) required by the Colorado Revised Nonprofit Corporation Act (the “Act”) to be maintained in Colorado shall be in Boulder, Colorado.

**ARTICLE II**

Members

Section 1 –Levels of Membership and Dues.

Any individual 18 years of age or older who has paid the dues established in accordance with this Article II shall be a member of the Association. No individual shall be entitled to more than one membership. Membership in the Association is non-transferable.

The Board of Directors shall establish, from time to time, the annual membership dues. In particular, the Board may establish different levels of membership dues (for example, individual and family levels of membership) to reflect the membership benefits received by the member. Regardless of the level of membership, each membership carries exactly one vote. Membership shall be suspended or terminated upon failure to pay dues.

**ARTICLE III**

Member Meetings and Actions

Section 1 - Annual Meeting.

The annual meeting of the members of the Association shall be held during the month of July, at such time and place in Boulder County as determined by the Board of Directors. At the annual meeting, Board officers or directors, and/or the Executive Director shall deliver reports on the state of the Association to the membership; the newly elected membership-elected directors

shall be announced to the membership; the Board of Directors shall deliberate and vote upon any membership initiatives approved by the members in accordance with Article III, Section 8; the members and the Board shall conduct other appropriate business; and the members shall have the opportunity to address the Board on issues related to governance of the Association.

#### Section 2 - Special Meetings.

A special meeting of the members may be called at any time by (a) a majority vote of all the directors, or (b) upon a written demand for the meeting, stating the purpose(s) for the meeting (which may be transmitted electronically), signed, and dated by at least one-tenth of the members.

#### Section 3 - Quorum for Ballots and Voting Requirements.

Except as otherwise required by the Act, the Articles of Incorporation or these Bylaws, ten percent of the members shall constitute a quorum. An action shall be approved if a quorum is present and a majority of those present votes for the action.

#### Section 4 - Voting Rights.

Each membership is entitled to one vote on each matter submitted to a vote of the members. If membership stands of record in the names of two or more persons, the first vote binds all. Each membership shall be entitled to vote on (a) the election of membership-elected directors (as defined in Article IV); (b) any matter requiring membership approval under the Act, the Articles of Incorporation, these Bylaws or Board policies; (c) any matter submitted to a vote of the membership by resolution of the Board of Directors; and (d) any membership initiative, as defined in Article III, Section 8.

#### Section 5 - Notice.

Except as otherwise prescribed by the Act, written notice of each meeting of the members stating the place, date, and time of the meeting, and the purpose(s) for which the meeting is called, shall be delivered to each member entitled to attend such meeting. Such notice shall be delivered no fewer than 30 days nor more than 60 days before the date of the meeting. Notice may be sent by mail or any electronic means.

If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each member at such member's address as it appears in the records of the

Association, with postage thereon prepaid. If delivered by private carrier, such notice shall be deemed delivered upon deposit with the carrier. If transmitted by electronic means, such notice shall be deemed to be given when the transmission is complete. If the foregoing methods of personal notice are impracticable, notice may be communicated by a newspaper of general circulation as provided in C.R.S. § 7-121-402(2).

The record date for determining which members are entitled to notice of an annual or special meeting of the members is the first business day preceding the day on which notice is given. Any member may waive notice of any meeting before, at or after such meeting. A member's attendance at a meeting in person waives objection to lack of notice or defective notice unless the member objects at the beginning of the meeting. A member also waives objection to consideration of a particular matter that is not within the purpose or purposes described in the meeting notice unless the member objects to consideration of the matter when that matter is presented.

#### Section 6 - Method of Voting.

Voting by ballot may be accomplished via an on-line balloting system, provided: (i) the requirements set forth below are satisfied, (ii) the system provides for the furnishing of a paper ballot to any member who requests it for use in lieu of the on-line system, and (iii) the system provides safeguards to protect member privacy. Any voting method by ballot (including electronic voting) shall be accomplished in a manner that protects member privacy.

Any action taken or required under the Act, the Articles of Incorporation, the Bylaws or Board policies to be taken by members at an annual or special meeting as provided in Article III, Sections 1 and 2 shall be taken by ballot in lieu of a meeting as follows. The Association shall deliver to each member entitled to vote a ballot, which must: (i) state each proposed action; and (ii) provide an opportunity to vote for or against each proposed action. All solicitations for votes by ballot must: (i) indicate the number of responses needed to meet the quorum requirement, (ii) state the percentage of approvals necessary to approve each action (other than the election of directors); (iii) state the time by which a ballot must be received by the Association to be counted; and (iv) be accompanied by written information sufficient to permit the members to reach an informed decision on the matter. For the action to be approved, the number of votes cast must constitute a quorum and the voting requirement (for example,

majority or supermajority) for that action must be met. A ballot may not be revoked.

Section 7 - Election of Directors.

The annual election of membership-elected directors shall be held in advance of the annual meeting of the members. The record date for determining members entitled to a ballot is the close of business on the first business day following July 4. Otherwise, the voting shall be held in accordance with Article III, Section 6.

Section 8 - Membership Initiatives.

The members have the right to demand that the Board of Directors deliberate and vote upon a particular action or initiative proposed by the members (a “membership initiative”). A membership initiative shall commence upon receipt by the President of a written demand setting forth the membership initiative, signed and dated by at least 5% of the members. The President shall, within 30 days of receipt of such demand, submit the membership initiative to a vote of the members in accordance with Article III, Section 6. The due date for submission of ballots shall be ten business days following the date ballots are distributed to the membership.

The President shall promptly, and no later than five business days following completion of the member vote, provide notice to the members of: (a) the outcome of the vote; and (b) if approved by the members, the date, place and time of the regular meeting of the Board at which the membership initiative will be considered and an invitation to attend such meeting.

If the members approve the membership initiative (subject to the quorum and voting requirements), the membership initiative shall be placed on the agenda for the first regular meeting of the Board which is held at least ten days after completion of the member vote.

Members shall have the right to voice their support for or opposition to the membership initiative at the meeting. The Board shall then deliberate and vote upon the membership initiative in the presence of the members. However, nothing in this Section 8 shall be construed to require the Board to vote in favor of the membership initiative.

If the Board approves the membership initiative (in whole or in part), and the membership initiative relates to a matter that requires membership approval under the Act, the Articles of Incorporation or these Bylaws (e.g., a sale of assets under Article XI, Section 3), the membership

initiative (as approved or modified by the Board) shall be resubmitted to the members for second approval, as though such membership initiative had originated from the Board and was being recommended by the Board to the membership for approval.

Nothing in this Section 8 shall be construed to limit any other right that the members have to initiate action under the Act, the Articles of Incorporation, the Bylaws or Board policies. For example, the members shall not be required to follow the procedures for a membership initiative to remove membership-elected directors or to amend the Bylaws.

## ARTICLE IV

### Board of Directors

#### Section 1 - Number, Composition and Qualifications.

The Board of Directors shall be composed of fifteen (15) Directors. Two of the directors shall be appointed by the City Council of the City of Boulder and one of the directors shall be appointed by the Colorado Chautauqua Cottagers, Inc. (collectively, the “appointed directors”). Nine of the directors shall be elected exclusively by the members of the Association (the “membership-elected directors”) and three of the directors shall be elected by the Board of Directors (the “Board-elected directors). When vacancies occur on the Board, they will be filled as quickly as possible in accordance with these bylaws. All directors must be members of the Association in good standing at the time of their election and throughout their term.

#### Section 2 - Timing of Election or Appointment; Term.

Board-elected Directors shall be elected at a regular meeting of the Board of Directors held prior to the annual meeting. Membership-elected Directors shall be elected in advance of the annual meeting in accordance with Article III. The candidates receiving the highest number of votes cast in their favor shall serve three-year terms commencing September 1 following their election or appointment and terminating on August 31 three years later. If any vacancies represent a partial term, they shall be filled by those candidates receiving the lowest number of votes.

#### Section 3 - Term Limits.

No director (regardless of method of selection) may serve for more than two consecutive

three-year terms. Any partial term served to fill a vacancy shall not be counted. At least one year must occur between terms to avoid terms being considered consecutive.

#### Section 4 - Vacancies.

Any vacancy occurring in a position of a membership-elected director shall be filled by election by the members at the next annual election. Any vacancy occurring in the position of a Board-elected director may be filled at any time of the year by the vote of the remaining directors in office. Any vacancy occurring in the position of an appointed director may be filled at any time of the year by the entity that appointed the director. Any director elected or appointed to fill a vacancy shall serve out the unexpired term of the vacant position.

#### Section 5 - Resignation

Any director of the Association may resign by giving written notice to the President or the Secretary. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation by the Board shall not be necessary to make it effective.

A director who is absent from four regular meetings of the Board in a twelve-month period or who is not a current member of the Association will be asked to consider resignation from the Board. A director shall be deemed to have resigned in the event of his or her incapacity as determined by a court of competent jurisdiction. The Board of Directors may override deemed resignations for extenuating circumstances.

#### Section 6 - Removal.

Membership-elected directors may be removed from office, with or without cause, by the members of the Association in accordance with the provisions of the Act. Board-elected directors may be removed from office, with or without cause, upon the vote of two-thirds of the directors then in office. An appointed director may be removed from office, with or without cause, by the entity that appointed him or her.

#### Section 7 - Powers.

Subject to Article XI, Section 3 (relating to sale of assets), all corporate power shall be exercised by or under the authority of the Board of Directors, and the business and the affairs of the Association shall be under the direction of its Board of Directors.

Section 8 - Compensation.

No director shall be compensated for services as a director, except that the Board of Directors may allow payment or reimbursement of reasonable expenses necessarily incurred by a director in the performance of his or her duties as a director.

Section 9 - Performance of Duties.

A director of the Association shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Association, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. A director shall not be liable as a director to the Association or its members for any action taken or omitted to be taken as a director if, in connection with such action or omission, he or she so performed his or her duties. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed below in this Section 9; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are:

- One or more officers or employees of the Association whom the director reasonably believes to be reliable and competent in the matters presented;
- The Association's or the director's legal counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or
- A committee of the Board upon which he or she does not serve, duly designated in accordance with the provisions of the policies of the Board or the Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

**ARTICLE V**Meetings of the Board of Directors

Section 1 - Regular Meetings.

There shall be a minimum of eight (8) regular meetings of the Board of Directors each year at dates, times and places in Boulder, Colorado designated by the President.

Section 2 - Special Meetings.

The President of the Board of Directors or any three directors may call special meetings of the Board of Directors. The person or persons authorized to call the special meeting of the Board shall fix the date, time and place for the holding of any special meeting.

Section 3 - Notice of Meetings.

Written or electronic notice of each meeting of the Board of Directors shall be given to each director not fewer than forty-eight hours prior to such meeting date and shall state the place, day, hour and purpose of the meeting. This notice shall also be posted on the CCA website.

Section 4 - Waiver of Notice.

Whenever notice of a meeting is required under these Bylaws, any director may submit a written and signed waiver of notice. Furthermore, attendance at any meeting shall constitute a waiver of notice unless promptly upon the director's arrival, he or she objects to holding the meeting or transacting business because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

Section 5 - Quorum and Voting Requirements.

A majority of the current directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Unless otherwise required by law, Board policy, the Articles of Incorporation, or these Bylaws, the act of the majority of directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. Proxy voting shall not be allowed. The Board shall endeavor to conduct its meetings in accordance the principles of *Robert's Rules of Order*, as modified by the Board from time to time; provided, however, that failure to follow such principles shall not void or invalidate any action taken by the Board.

Section 6 - Written Action by Board of Directors and Committees In Lieu of Meeting.



Any action required or permitted to be taken at a meeting of the Board of Directors or any Board committee may be taken without a meeting if each director or committee member delivers a written instrument to the Board that (i) describes the action taken, (ii) indicates whether the director or committee member votes for such action, votes against such action, or abstains from voting, and (iii) is signed by the director or committee member. By delivering such instrument, the director or committee member waives the right to demand that the action only be taken at a meeting.

Action is taken under this Section 6 only if the affirmative votes equals or exceeds the minimum number of votes required to take such action at a meeting at which all directors or committee members were present and voted. Written instruments under this Section 6 may be delivered by any electronic means that provide the Board with a complete copy of the instrument, including a copy of the signature. Action taken pursuant to this Section 6 shall be effective when the last instrument necessary to effect the action is received by the Association, unless a different effective date is set forth on the instrument. An instrument delivered pursuant to this Section 6 may be revoked in the manner provided by the Act.

All signed instruments necessary for any action taken pursuant to this Section 6 shall be filed with the minutes of the meetings of the Board or Board committee.

#### Section 7 - Participation by Electronic Means.

Any member of the Board of Directors or any committee designated by the Board may participate in a meeting of the Board of Directors or committee by means of telephone conference by which all persons participating in the meeting can hear each other at the same time. Such participation includes voting and shall constitute presence in person at the meeting.

### **ARTICLE VI**

#### Officers and Executive Director

##### Section 1 - Number and Qualifications.

The elected officers of the Association shall be President, Vice President, Secretary and Treasurer. The Board may appoint such other officers and assistant officers, including an executive director, as may be deemed necessary by the Board of Directors. No two offices may be held by the same person. Elected officers shall be directors of the Association.

### Section 2 - Election and Term of Office.

The President, Vice President, Secretary and Treasurer of the Association shall be elected annually by the Board of Directors at the August regular meeting. Each officer shall take office on September 1 and shall continue to hold office until his or her successor is elected. A director may not hold the same office for more than three consecutive one year terms.

### Section 3 - Vacancies.

A vacancy in any office because of death, resignation, or removal shall be filled by the Board of Directors for the unexpired portion of the term.

### Section 4 - President.

The President shall, when present, preside at meetings of the Board and the members, and perform such other duties as are prescribed by the Board or in Board policies.

### Section 5 - Vice President.

In the absence of the President or in the event of his or her 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 in the absence of the President. The Vice President shall perform such other duties as may be assigned by the Board of Directors or the President, or prescribed in Board policies.

### Section 6 - Executive Director.

The Board of Directors shall appoint an Executive Director to serve at the pleasure of the Board. The Executive Director shall be the chief executive officer of the Association. He or she shall (a) have general active management of the business of the Association; (b) see that orders and resolutions of the Board are carried into effect; (c) sign and deliver in the name of the Association deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Association, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, the Bylaws, Board policies, the Board of Directors or the Executive Director to another person; (d) be custodian of the records of the Association and keep a register of the addresses of each director; (e) be custodian of the seal of the Association and have the authority to affix the seal when required to do so; and (f) perform such other duties as are prescribed by the

Board of Directors or in Board policies . In the event that the Association does not have an Executive Director, the Board shall appoint or hire an interim Executive Director to serve until a permanent Executive Director is hired.

Section 7 - Secretary.

The Secretary shall cause minutes to be kept of all meetings of the Board of Directors. The Secretary shall ensure the issue of notices for all meetings, and shall carry out such further duties usual to the office of Secretary or assigned by the Board or the President, or prescribed in Board policies.

Section 8 - Treasurer.

The Treasurer shall perform such duties as may be designated in the policies of the Board or as may be assigned by the President or the Board. The Treasurer shall give a bond for faithful discharge of duties if required by the Board.

Section 9 - Removal and Resignation.

Any officer (including the Executive Director) may be removed from office at any time by an affirmative vote of two-thirds of the directors then in office, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

Any officer may resign by giving written notice to the President or Secretary to take effect upon receipt of notice or at such later time as shall be specified in such notice. Unless otherwise specified therein, the acceptance of such resignation by the Board shall not be necessary to make it effective.

## **ARTICLE VII**

### Indemnification

The Association shall indemnify and defend each person who is or was a director, officer, employee or volunteer of the Association to the fullest extent permitted by the Act and shall purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Article VII. The foregoing right of indemnification shall not be exclusive of other rights to which the Association's directors and officers may be entitled.

Any repeal or modification of this Article VII shall not adversely affect any right or indemnification of any person who is or was a director, officer, employee or volunteer of the Association existing at the time of such repeal or modification.

If any provision of the Act or these Bylaws dealing with indemnification is invalidated by any court on any ground, then the Association shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these Bylaws that has not been invalidated. Notwithstanding any other provision of these Bylaws, the Association shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Association as an organization described in section 501 (c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4958 of the Internal Revenue Code.

## **ARTICLE VIII**

### Committees

The Board of Directors may appoint by resolution such committees from among the membership of the Board, the membership of the Association, and other persons from the community as the Board may consider advisable. Each committee shall consist of such persons and shall have such powers and authority as the Board may prescribe except as restricted by the Act. The designation and appointment of any such committee and delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed by law.

## **ARTICLE IX**

### Inspection of Books and Records

The Association shall maintain at its principal office, and shall make available to the public for inspection and copy during regular business hours, the following records of the Association:

- (a) Articles of Incorporation, Bylaws and Board policies;
- (b) Minutes of all meetings of the Board of Directors (except minutes taken of executive sessions), all Board committees and the members, and a record of any action taken by action in lieu of meeting or by ballot;

- (c) List of the names of the current directors and officers;
- (d) List of the names of the current members;
- (e) Copy of the most recent corporate report delivered to the Colorado Secretary of State;
- (f) Financial statements, if any, prepared for the Association for the past five years;
- (g) Application for Recognition of Exemption status (Form 1023) and the IRS §501(c)(3) determination letter; and
- (h) Annual Information Return (Form 990) and Annual Tax Return (Form 990-T) for the past three years.

The Association may charge a reasonable cost for gathering and copying these documents.

## **ARTICLE X**

### Seal

The seal of the Association shall consist of a circle with the inscription: "COLORADO CHAUTAUQUA ASSOCIATION".

## **ARTICLE XI**

### Miscellaneous

#### Section 1 - Contracts.

The Board of Directors may authorize any elected officer(s) or the Executive Director to enter into any contract or execute and deliver any instrument in the name and on the behalf of the Association and such authority may be general or conferred to specific instances.

#### Section 2 - Loans.

The Association shall not incur liabilities outside the ordinary course of business, borrow money or issue notes or other evidence of indebtedness unless authorized by the affirmative vote of at least two-thirds of the directors then in office.

#### Section 3 - Sale of Assets.

The Board of Directors may authorize officers of the Association to sell, lease, exchange, mortgage, pledge or otherwise dispose of property or assets of the Association upon such terms

and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, as may be authorized by the Board, either on a case-by-case basis or otherwise provided in Board policies. However, any sale, lease, exchange or other disposition of assets which, taken severally or together, constitutes a disposition in any 24-month period of more than 20 percent of the value of the assets of the Association, shall require the approval of the members. A sale, lease, exchange or other disposition of all or substantially all the property and assets of the Association shall require approval of seventy-five percent of the members voting on the matter, once a quorum has been established.

Section 4 - Nonprofit Corporation Act; Conflicting Corporate Documents.

Any procedure or substantive matter not covered in the Articles of Incorporation, these Bylaws, or Board policies shall be as provided in the Act, except in the event that such matter would violate or jeopardize the IRC Section 501(c) tax exempt status of the Association.

In the event of a conflict between the provisions of the Association's Articles of Incorporation and these Bylaws or the Board policies, the Articles of Incorporation shall control. In the event of a conflict between the provisions of these Bylaws and the Board policies, the Bylaws shall control.

Section 5 - Amendment of Bylaws.

The Board of Directors shall be prohibited from amending *any* provision of these Bylaws without first obtaining membership approval in accordance with this Section 5. Amendments to the Bylaws may be proposed by either the Board of Directors or by ten percent of the members on their own initiative. If an amendment is proposed by the Board, the Board shall recommend the amendment to the members unless the Board determines that, because of conflict of interest or other special circumstances, it should make no recommendation and communicates the basis for its determination to the members with the amendment.

Amendments proposed by the Board and amendments proposed by the members shall be submitted to the members for action by ballot in lieu of a meeting in accordance with Article III, Section 6. The notice accompanying the ballot shall contain or be accompanied by a copy or an electronic link of the amendment and a summary of the change, if appropriate.

The members may approve, reject or take no action on the proposed amendment.

An amendment to the Bylaws shall be considered approved by the membership only if the total number of votes cast by the members satisfies the quorum requirement, and if the votes cast in favor of the amendment equal or exceed seventy-five percent of the total votes cast.

Section 6 - Loans to Directors and Officers

No loans shall be made by the Association to its Directors or officers.

Section 7 - Conflicts of Interest

The Board of Directors shall at all times have in effect a conflicts of interest policy meeting the requirements of the Act and other applicable law

Section 8 - Severability.

The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and, in such event, these Bylaws shall be construed in all respects as if such invalid provision was omitted.

Section 9 - Restriction on Actions.

Notwithstanding any other provision of the Bylaws, neither the Board of Directors, nor any Director, officer or employee of the Association, shall take any action or carry on any activity that would jeopardize the qualification of the Association as an organization described in Section 501(c)(3) and of the Internal Revenue Code.

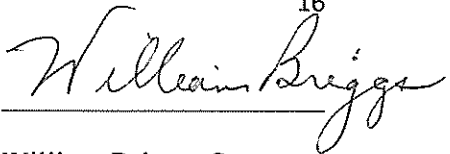
**ARTICLE XII**

Dissolution

Dissolution of the Association shall be in accordance with the Articles of Incorporation.

**CERTIFICATE OF BYLAWS**

I HEREBY CERTIFY that the foregoing are the Amended and Restated Bylaws which were adopted by the Board of Directors on the 24<sup>th</sup> day of April and the 24<sup>th</sup> day of June, 2017 and approved by at least three-fourths of the members of the Association voting, a quorum having been established, on the 17<sup>th</sup> day of July, 2017.

  
\_\_\_\_\_  
William Briggs, Secretary

Adopted: May 21, 1901

First Revision: October 10, 1977

Second Revision: July 20, 1981

Third Revision: March 1, 1993

Fourth Revision: July 20, 1998

Fifth Revision: July 17, 2000

Sixth Revision: July 16, 2002

Seventh Revision: July 20, 2004

Eighth Revision: July 15, 2005

Ninth Revision: July 19, 2005

Tenth Revision: July 25, 2006

Eleventh Revision: July 17, 2007

Twelfth Revision: July 16, 2009

Thirteenth Revision: July 17, 2017