

**BYLAWS
OF THE
SNOWMASS-CAPITOL CREEK CAUCUS
(Adopted March 16, 2015)**

OFFICES

1. The corporation may have offices at such places as the Board of Directors may from time to time determine or the affairs of the corporation may require. The corporation may exercise such powers as are granted by the Colorado Revised Nonprofit Corporation Act ("Act"), as amended from time to time.

MEMBERS

2. Eligibility:

Members eligible to attend all meetings of the Board of Directors, to serve as a director, or to vote in the election of directors, shall be all qualified electors who are 18 or older and reside in the Caucus Planning Area together with non-resident owners of real property within the Caucus Planning Area, as set forth in Article 4 of the Pitkin County Home Rule Charter. In the case where real property within the Caucus Planning Area is owned by a company or corporation, Caucus membership is defined as and granted to the individuals with an ownership stake in the company or corporation.

3. Members to Elect Board of Directors at Annual Election:

A. The annual election of the Board of Directors shall be by the members of the Caucus at the annual or special meeting called for this purpose, and any candidate receiving a majority of all votes cast, subject to the limit of up to ~~seventeen~~nine Directors on the Board, shall be elected and serve until his or her successor is elected.

B. Members 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 members from all neighborhoods and areas of the Caucus Planning Area. To this end, at least 60 days prior to the Election Date, email notice to all members shall be given inviting members to nominate candidates or to apply as candidates and two or more signs shall be posted announcing the Election Date, urging candidates to apply, and listing the website address for the Caucus.

C. Notice of the date, place and time of the annual or special meeting for the election of the Board of Directors, and of the proposed slate of candidates, shall be given to all members eligible to vote no less than 30 days prior to the Election Date. Email notice shall be deemed sufficient and shall specify the location and deadline for the delivery of ballots and the identity of the neutral Election Judge appointed by the Board for each election who will count the ballots of voters determined by the Board to be eligible.

D. Each member 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 by electronic form submission via SnowCap Caucus website. 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. Each member shall cast only one ballot with votes cast for their choices for Board of Directors, regardless of the number of parcels owned by that member.

E. If more than ~~nineteen~~nine candidates receive a majority of all votes cast, then the Board of Directors shall consist of those ~~nineteen~~nine candidates receiving the greatest number of votes.

DIRECTORS

4. The affairs of the corporation shall be managed by the Board of Directors. The number of directors to constitute the Board of Directors shall be not less than ~~five~~seven nor more than ~~nineteen~~seventeen, unless and until changed by amendment to this bylaw. Each member of the Board of Directors shall serve as a director until the next annual or special meeting of the directors where the election of the Board of Directors is conducted. Should fewer than five directors be elected, the board shall solicit caucus members for additional volunteers to serve on the Board of Directors. Both the outgoing and newly elected Directors shall appoint additional Directors from the new pool of volunteers/nominees by majority vote. No two family members shall serve on the Board simultaneously.

5. Directors may be removed for cause by the vote of two thirds of the whole Board of Directors, at a meeting of the directors called expressly for that purpose. Any vacancy created by such removal may be filled for the unexpired term in respect of such vacancy by majority vote of the whole Board of Directors, following email notice to members to invite candidates to apply to fill the vacancy with a deadline for applications.

6. The Directors ~~shall~~may hold their meetings and keep the books and records of the corporation at such place or places as they may from time to time determine and as may be permitted by law.

7. If the office of a director becomes vacant for any reason, other than by removal of the director in the manner described in paragraph 5 hereof, the remaining directors may choose a successor for the remainder of the term, by majority vote of all the whole Board of Directors, following email notice to members to invite candidates to apply to fill the vacancy with a deadline for applications.

8. The Board may determine that a person who is no longer a member of the Board should be granted emeritus status by reason of such person's extraordinary service to the Board. Emeritus members shall be entitled to receive notices of all meetings of the Board and to participate in discussions at such meetings, but shall not be entitled to vote.

COMPENSATION OF DIRECTORS

9. No officer or director shall receive compensation for any service rendered to the corporation as an officer or director. Expenses shall be reimbursed if authorized by the Board.

MEETING OF DIRECTORS

10. Annual Meeting:

The annual meeting of the Board shall be held at such time and place as the Board shall determine.

11. Regular meetings:

Regular meetings of the Board shall be held at 7:00 p.m. on the third Tuesday of each month at the Basalt Rural Fire District conference room, 1909 Snowmass Creek Road, Snowmass, Colorado or, with notice to all members and directors, at such other times and places as shall from time to time be determined by the Board. Notice by email to all members and Directors shall be required for all Regular and Special meetings of the Board setting forth the date, time and location together with an agenda and such other useful attachments as are available when the notice is emailed no less than 3 days prior to any Board meeting. A draft agenda soliciting additions and/or comments shall be emailed to all members no less than 7 days prior to any Board meeting.

12. Special meetings:

Special meetings of the Board may be called by the President or by any two directors on three days email notice to each director, with email notice also given to members.

13. (a) Meeting Open to the Public:

All meetings of the Board shall be open to all members and to the public. Email notice to all members and Directors shall be sufficient. It is the responsibility of members to furnish current email as well as mailing addresses to the Board. At all meetings of the Board, a majority of all the directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and at any meeting at which there is a quorum the act of a majority of the directors present shall be the act of the Board of Directors, except as may be otherwise provided by law or in these bylaws. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

(b) Remote Limited Telephone Participation:

The consensus of the Board is that members are volunteers committing to make best efforts to actively participate in all of the affairs and responsibilities of the Caucus. After long experience with voice activated telephone conference equipment, the consensus of the Board is that full participation by telephone conference is difficult for a member unable to attend and is disruptive to the efficient and effective conduct of the Board meeting. Members of the Board of Directors, as well as general caucus members, may ~~audit~~ participate in a meeting of the Board by means of ~~avideo~~ conference ~~software such as GoToMeeting or other as designated and coordinated by the Board~~ telephone call, ~~but participation in a meeting in this manner shall not be counted to obtain a quorum, shall not be required and shall be limited to auditing. Directors wishing to audit a meeting shall notify the Board so that telephone conference equipment is available and operational as of the start time for the meeting. Directors unable to attend and auditing a board meeting by telephone shall not be eligible to vote on land use applications or other matters and should therefore convey their opinions or positions by email to the full Board prior to the commencement of the meeting.~~ A hearing impaired Board member without an available translator to attend a meeting may participate fully in such a meeting via a telephone translator.

(c) Executive Session: Notwithstanding the first sentence of paragraph (a), the Board may meet in executive session on a specific matter if a majority of the members of the Board present vote to consider the matter in executive session.

14. Action without a Meeting:

Action required or permitted to be taken at a meeting of directors may be taken without a meeting if the action is evidenced by written consents, which may include email, describing the action to be taken, signed by each director entitled to vote and delivered to the Secretary of the corporation for inclusion in the minutes and filing with the corporation's records, and there are affirmative votes from that number of directors otherwise required for approval under Section 13(a) above. Action taken under this Section 14 is effective when all directors entitled to vote have signed and delivered the written consent.

15. Actions on land use applications referred to the Caucus for analysis, comment or recommendation, and actions on other Pitkin county matters affecting the Caucus area, shall be reported to Pitkin County in writing indicating both the division of votes and the majority and minority views.

16. No Board member shall vote on or, except as otherwise provided in this section, participate in a decision making process regarding a matter in which s/he or any entity controlled by her/him, or any member of her/his family has a direct financial interest.

a) If any Board member is concerned that a conflict as described above may exist, s/he may disclose the potential conflict and ask the Board to decide if it exists ⁽¹⁾_{SEP}.

b) A Board member who has a conflict as described above may participate in Board discussions because s/he may have important history, background information or special expertise to offer. But s/he may not vote on the matter in question.

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Comment [1]: These changes require the Board to have these capabilities. We currently do not have the equipment or broadband service available at the Firehouse. Need to find solutions. I suggest looking into holding meetings at Basalt Library which already has everything we would need for effective remote participation.

Comment [2]: Deaf Camp has also been suggested

Comment [3]: Suggestion by Steve Child to create committee to review/research equipment needs and costs, and/or potential meeting sites to accomplish this without purchasing additional equipment and services.

c) If a Board member is found to have violated this section of the Bylaws regarding a prior Board decision, the Board shall: i. Review its prior decision to determine whether the outcome of the decision would change without that Board member's vote;

ii. Determine if it should notify the affected applicant, public agency or other affected party

17. Members of the Board of Directors shall and are expected to voluntarily resign if they find that they are unable to ~~participate inattend~~ 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.

COMMITTEES

18. (a.) The Board of Directors by a resolution adopted by a majority of the directors in office may designate an executive committee, which shall consist of the Officers and at least one other director of the corporation. The executive committee shall have and exercise the authority of the Board of Directors between meetings of the Board of Directors. Other committees may be designated or dissolved from time to time by a resolution adopted by a majority of the directors in office.

(b.) All committees may consist of volunteers from the Board of Directors and any interested caucus members. Committees may also seek the advice and participation of experts from outside the caucus area when deemed necessary or prudent. For major revision of Caucus governing documents such as these By-Laws and the Caucus Master Plan, the Board of Directors shall seek committee volunteers from all Caucus members via general notice.

(c.) All Directors are required to serve on at least one committee.

NOTICES

19. Whenever notice is required to be given to any director, such notice may be given in writing by first class mail or by email addressed to such director at such address as appears in the records of the corporation, and such notice shall be deemed to be given on the date when the same shall be sent.

20. Whenever any notice is required to be given to the members, such notice may be given in writing by first class mail or by email addressed to such members at such address as appears in the records of the corporation, and such notice shall be deemed to be given at the time when the same shall be sent.

21. Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

OFFICERS

22. The officers of the corporation shall be president, vice president, secretary and treasurer. Each officer shall be a member of the Board of Directors, and such officers shall be elected by the Board of Directors at such regular or special meeting as the Board may determine. Election of officers is not required to occur on the date set for the election of the Board of Directors. ~~Only full-time residents~~Any Director may serve as ~~an officers-of on~~ the Snowmass/Capitol Creek Caucus. Officers are expected to make every effort to be physically present at all meetings of the Board.

23. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

24. The officers of the corporation shall hold office until their successors are elected and take office. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

PRESIDENT

25. The president shall preside at all meetings of the directors at which he or she is present, insuring in collaboration with other Officers that meeting notices, agendas and other pertinent materials are forwarded to the Board and members in advance of all regular, special and annual meetings of the Board. He or she shall have such powers and shall perform such duties as are authorized by the Act and as the Board of Directors may from time to time prescribe, and he or she shall have the responsibility to implement all orders and resolutions of the Board.

VICE PRESIDENT

26. 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.

SECRETARY

27. The secretary shall keep or cause to be kept a record of all meetings of the Board of Directors and shall record all votes and the minutes of all proceedings which records and minutes shall be maintained in the records of the corporation and available to all directors and members. The President or the Secretary shall give, or cause to be given, all notices when required by these Bylaws, and shall maintain or cause to be maintained and updated the Caucus website and perform such other duties as may be prescribed by the Board of Directors.

TREASURER

28. The treasurer shall have custody of the corporate funds, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors, and shall timely pay all approved invoices and perform such other duties as the Board of Directors may prescribe. The Treasurer shall insure that annual financial reports and annual IRS Form 990 Information returns are timely prepared and filed, with copies delivered in advance of filing to each Director. The Treasurer shall provide current financial reports at each Regular meeting of the Board.

29. The treasurer shall disburse the funds of the corporation for such purposes as may be approved from time to time by the Board, taking proper invoices or vouchers for such disbursements, and shall render to the Board of Directors, at the regular meetings of the Board or whenever they may require it, an account of all transactions and of the financial condition of the corporation.

TAX RETURNS

30. The corporation shall file all returns and reports required by any federal, state or other agency, including the annual IRS Form 990 Information Return and the annual Registration as a public charity with the Colorado Secretary of State.

SEAL

31. The corporation may have a corporate seal with such inscriptions thereon as the Board may deem appropriate.

ALTERATION, AMENDMENT OR REPEAL

32. These Bylaws may be amended or repealed at any regular meeting of the Board of Directors, or at any special meeting of the directors called for this purpose, if but only if notice of the proposed alteration, amendment or repeal be contained in the notice of such regular or special meeting. Any such amendment shall require the affirmative vote of a majority of all the directors then in office.

EXPENDITURES

33. Any expenditure equal to or exceeding five hundred dollars shall require Board authorization.

MISCELLANEOUS

34. Wherever not otherwise provided in the Bylaws, the internal affairs of the corporation shall be governed by the procedures established in the Colorado Revised Nonprofit Corporation Act.