

**BYLAWS OF
CONO**

Amended and Restated: November 22, 2021

**BYLAWS OF
CONO
A Colorado Nonprofit Corporation**

**Article I
NAME AND OFFICES**

Section 1.01 Name. The name of the organization is CONO (the “Corporation”).

Section 1.02 Offices. The principal office of the Corporation shall be located in Colorado Springs, Colorado. The Corporation may have other offices within and without the State of Colorado as determined by the Board of Directors (the “Board”) or operational needs.

**ARTICLE II
PURPOSE**

Section 2.01 Purpose. The purpose(s) of the Corporation is to empower neighbors in the Pikes Peak region by working with neighbors, organizations and government agencies to provide planning, information, and support to protect and preserve the integrity of our neighborhoods and the community as a whole. Neighborhoods are the building blocks of cities and counties, and the basic unit of democracy. The Corporation protects and preserves neighborhoods within the Pikes Peak region by educating, assisting and encouraging them to create strong, tolerant and diverse communities. The Corporation addresses neighborhood issues and concerns and aids neighborhoods in working with government and public and private organizations to strengthen the public process and to improve the quality of life for all.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.01 Powers and Number. The affairs and property of the Corporation shall be managed by, or under the direction of, the Board of Directors (the “Board”) subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and Bylaws. The number of directors shall be at least seven (7) but no more than thirteen (13). Within the specified limits, the numbers of directors can be increased or decreased from time to time by resolution of the Board. This action by the Board shall require a vote of a majority of the Board and no decrease shall shorten the term of any director then in office.

Section 3.02 Election and Term of Office. The Directors of the Corporation shall be the Chair, Vice Chair, Secretary, Treasurer, and At-Large Directors. At-Large Directors shall be nominated by a director and elected at a Board meeting. At-Large Directors shall hold office for a term of three (3) years and each shall serve for such term and until the election and qualification of a successor, or until such director’s death, resignation, or removal. All directors may serve a maximum of six (6) consecutive years on the Board, subject also to the term limits of officers as outlined in Article V. If a director reaches the maximum number of consecutive years on the Board, the director may be re-elected after three (3) years of non-service.

Section 3.03 Director Qualifications. Each director shall be at least eighteen (18) years of age.

Section 3.04 Removal. Any director may be removed at any time with or without cause at a regular or special meeting called for that purpose by a two-thirds (2/3) majority of the Board.

Section 3.05 Resignation. Any director may resign from the Board at any time by giving written notice to the Board, the Chair, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The resignation does not need to be accepted in order to take effect. No resignation shall discharge any accrued obligation or duty of a director.

Section 3.06 Vacancies. Vacancies, occurring for any reason, may be filled at any Board meeting by the majority vote of remaining directors. Directors appointed to fill a vacancy shall serve for the remainder of the term and until the election and qualification of a successor.

Section 3.07 Meetings. The Board shall have an annual meeting and a minimum of three (3) regular meetings each year, the place and time of which shall be set by the Board. Any Board member, at any time, may call a special meeting. In the case of a special meeting, the time and place shall be fixed by the person or persons calling the meeting.

Section 3.08 Notice of Meetings. Notice of a meeting may be sent by mail, email, telephone, courier service or hand delivery, directed to the contact information available for director as it appears in the Corporation's records. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice of any regular or special meetings for which the time and place is not fixed by the Board must be given to each director not less than ten (10) and no more than sixty (60) days before such meeting. Notice of a special meeting of the Board to discuss matters requiring prompt action may be given no less than forty-eight (48) hours before the time at which such meeting is to be held if given personally, by telephone, by fax or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight (48) hours, in which case notice shall be given as promptly as possible. Should a director submit a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting), a notice of a regular or special meeting is not required.

Section 3.09 Quorum. Board Meetings have met quorum when a majority of the Board is present. If a quorum is not met, a majority of the directors present may adjourn the meeting to another time, notice of which shall be given to any directors not present at the time of adjournment.

Section 3.10 Voting. Except as otherwise provided by statute or these bylaws, a majority vote of directors present at a meeting where a quorum is present shall be the act of the Board.

Section 3.11 Remote Meetings. For a director to be considered present at a meeting conducted through video or telephone conferencing technology, the director must be able to simultaneously converse with every other director present.

Section 3.12 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if notice is transmitted in writing to each member of the Board and each member of the Board by the time stated in the notice:

- (a) Votes in writing for such action; or
- (b) (1) votes in writing against such action, abstains in writing from voting, or fails to respond or vote; and (2) fails to demand in writing that action not be taken without a meeting.

Notice required under this Section 3.12 must state (1) the action to be taken; (2) the time by which a Board member must respond; (3) that failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and (4) any other matters the Corporation determines to include.

Action taken under this Section 3.12 is valid only if the affirmative votes in writing for such action received by the Corporation equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Board members then in office were present and voted and no Board member has demanded that action not be taken without a meeting.

The notice and written responses thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 3.13 Compensation. The Corporation shall not pay compensation to directors for services rendered in their capacity as directors. However, directors may be reimbursed for reasonable expenses incurred in the performance of their duties. A director may receive reasonable compensation for the performance of services provided separate from their responsibilities as a director.

ARTICLE IV BOARD COMMITTEES

Section 4.01 Formulation. The Board, by a majority vote of the Board, may appoint directors to an Executive Committee and other standing or ad hoc Committees as determined by the Board. Each committee shall be composed of three (3) or more directors. The Executive Committee shall have all the authority of the Board and all other committees shall have such authority as granted by the Board, except that no such committee shall have authority to:

- (a) Fill vacancies on the Board or in committees;
- (b) Amend, repeal, or adopt new bylaws;
- (c) Amend the Articles of Incorporation;
- (d) Amend or repeal any resolution of the Board unless, by its terms, it is amendable or subject to repeal by a committee.

Section 4.02 Quorum and Action by Committee. If not provided for by resolution, quorum is met when a majority of the committee members are present. A majority vote of those present at a meeting where a quorum is present shall be the act of the committee. All committees, including the Executive Committee, is subject to the direction of the full Board of Directors.

Section 4.03 Alternate Members. The Board may designate alternate members of any committee to replace any absent or disqualified member or members at any meeting of such committee.

ARTICLE V OFFICERS, EMPLOYEES, AND AGENTS

Section 5.01 Officers. The officers of the Corporation shall consist of at least a Chair, Vice Chair, Secretary, and Treasurer. The Board may from time to time appoint such other officers as it may determine. All officers shall be chosen by the Board from slates of eligible candidates, over eighteen (18) years and willing to serve.

Section 5.02 Election, Term of Office, and Qualifications. The Board of Directors shall elect officers of the Corporation annually by a majority vote. Each officer shall hold office for one (1) year and serve until the next annual meeting of the Board and until a qualified successor is elected or a vacancy is caused. No officer need be a director. Officers may serve a maximum of three (3) consecutive terms in any one office, but may serve in another officer role after reaching the maximum for any given office. One person may hold, and perform the duties of more than one office, except that the same person may not hold the offices of Chair and Treasurer. All officers shall be subject to the supervision and direction of the Board.

Section 5.03 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a two-thirds (2/3) majority of the Board.

Section 5.04 Resignations. Any officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time stated in the resignation. Acceptance of a resignation is not required to make it effective.

Section 5.05 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

Section 5.06 Chair. The Chair shall preside at all Board meetings. They shall have the general powers and duties of supervision and management of the Corporation which usually pertain to their office, and shall keep the Board fully informed of the activities of the Corporation. The Chair shall perform all such other duties as are properly required of them by the Board. They have the power to sign and execute all contracts authorized either generally or specifically by the Board. The Board may specifically require an additional signature in certain instances.

Section 5.07 Vice Chair. Each Vice Chair may be designated by such title as the Board may determine. The Board shall designate which Vice Chair and in which order shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair. Each Vice

Chair also shall have such powers and perform such duties as usually pertain to their office or as are properly required of them by the Board.

Section 5.08 Secretary. The Secretary shall record and keep the minutes of all Board meetings in books kept for that purpose. They shall see that all notices and reports are given and served as required by law or these bylaws. They perform all duties as usually pertain to his or her office or are properly required of them by the Board.

Section 5.09 Treasurer. The Treasurer shall have the care and custody of all funds and securities of the Corporation. The Treasurer shall keep full and accurate accounts of all moneys received and paid by them or others on account of the Corporation. The Treasurer shall exhibit the Corporation's books of account and records after any reasonable request by a director or the Corporation. They shall render a detailed statement concerning the Corporation's financial condition at Board meetings. They shall perform such duties as usually pertain to their office or as are properly required of them by the Board.

Section 5.10 Chief Executive Officer. The Chief Executive Officer shall, under the direction of the Board of Directors, perform all duties as assigned by the Board of Directors. These duties will include the supervision of paid and volunteer employees, the keeping of records of business transactions, notification of meetings and publication of communications, custody of funds, primary contact with local and state elected and appointed public officials, application for and negotiation of contracts and grants, and such other duties as shall be necessary for the proper administration of the affairs of the Corporation. The Chief Executive Officer shall serve as an ex officio member of the Board of Directors.

Section 5.11 Employees and Other Agents. The Board may appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board determines. To the fullest extent allowed by law, the Board may delegate powers possessed by the Board to any employee or agent. The Board may also prescribe their respective title, terms of office, authorities, and duties.

Section 5.12 Compensation. Any office of the Corporation is authorized to receive a reasonable salary or other compensation for services rendered to the Corporation when authorized by the Board.

ARTICLE VI EXECUTIVE INSTRUMENTS

Section 6.01 Contracts and Instruments. The Board may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person, in more than one capacity.

Section 6.02 Deposits. The Corporation's moneys shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or offices to whom such power has been delegated by the Board, may from time to time designate.

ARTICLE VII INDEMNIFICATION AND INSURANCE

Section 7.01 Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that they, their testator or intestate, was a director or officer, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) their acts were committed in bad faith or were the result of their active and deliberate dishonesty and were material to such action or proceeding or (b) they personally gained in fact a financial profit or other advantage to which they were not legally entitled.

Section 7.02 Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its directors and officers for any obligation which they incur as a result of indemnification pursuant to Section 8.01.

ARTICLE VIII GENERAL PROVISIONS

Section 8.01 Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board.

Section 8.02 Books and Records. The Corporation shall keep correct and complete books and records of the Corporation's activities and transactions, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these bylaws, all resolutions of the Board, and all minutes of Board meetings and committees thereof. The books and records shall be kept at the Corporation's office or in secure electronic storage.

Section 8.03 Annual Returns. The Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

Section 8.04 Electronic Signature. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE IX AMENDMENTS TO BYLAWS

Section 9.01 Approval. A two-thirds Board vote is required to alter, amend, or repeal quorum requirements and transactions of business. All other alterations require a majority vote of those present at a meeting where a quorum is present.

**ARTICLE X
NON-DISCRIMINATION**

Section 10.01 In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

**ARTICLE XI
REFERENCE TO ARTICLES OF INCORPORATION**

Section 11.01 References to the Articles of Incorporation shall include all amendments or changes made to the Articles of Incorporation unless specifically excepted by these bylaws. If the Articles of Incorporation and the bylaws conflict in any way, the Articles of Incorporation shall govern.