Bylaws of the
Deer Mountain Community Organization
A Colorado Nonprofit Corporation

TABLE OF CONTENTS

ARTICLE 1 – ORGANIZATION NAME AND ADDRESS 1

ARTICLE 2 – MISSION AND PURPOSE 1

ARTICLE 3 – SOVEREIGNTY 1

ARTICLE 4 – MEMBERSHIP 1

[A] How to become a member 1
[B] Nondiscrimination statement 1
[C] Anti-harassment statement 1
[D] Rights and responsibilities of members 1
[E] Resignation of a member 1
[F] Suspension and revocation of memberships 2

ARTICLE 5 – MEMBERSHIP MEETINGS 2

[A] General meetings and notices 2
[B] Special meetings and notices 2
[C] Meeting moderator 2
[D] Actions without a membership meeting and emergency actions 2

ARTICLE 6 – VOTING 2

[A] Voting requirements 2
[B] Issues requiring a vote 2
[C] Quorum for voting 3
[D] Proxy voting 3
[E] Absentee voting 3
[F] Methods of voting 3
[G] Status of votes 3

ARTICLE 7 – COMMITTEES 3

[A] Steering Committee 3
[B] Powers of committees 3
[C] Responsibilities of committees 3
[D] Standing committees 3
[E] Temporary committees 3
[i] Audit Committee 3
[ii] Budget Committee 4

[iii] Election Committee 4
[E] Committee records 4

ARTICLE 8 – DIRECTORS 4

[A] Number and positions on the board of directors 4
[B] Requirements, term and term limits of directors 4
[C] Chairperson 4
[D] Treasurer 4
[E] Secretary 5
[F] Powers of directors 5
[G] General standard of conduct for directors 5
[H] Limits of certain liabilities and indemnification of directors 5
[I] Filling an unscheduled vacancy of a director position 6
[J] Resignation of directors 6
[K] Removal of directors 6

ARTICLE 9 – BOARD OF DIRECTORS 6
[A] Definition of board of directors 6
[B] Board of directors meetings 6
[i.] Annual meeting of the board of directors 6
[ii] Additional board of directors meetings 6
[C] Closed executive sessions 6

ARTICLE 10 – AVOIDING CONFLICT OF INTEREST 7

[A] Purpose 7
[B] Definition of financial interest 7
[C] Definition of conflict of interest 7
[D] Disclosure 7
[E] Resolution 7
[F] Periodic reviews 7

ARTICLE 11 – DISSOLUTION 8

ARTICLE 12 – AMENDING THE BYLAWS 8

ARTICLE 13 – ISSUES NOT ADDRESSED IN THE BYLAWS 8

SIGNATURES 8

ARTICLE 1 – ORGANIZATION NAME AND ADDRESS

The name of the organization is Deer Mountain Community Organization. The mailing address is 2995 County Rd. 27A, Cotopaxi, CO, 81223. The mailing address can be changed by the directors.

ARTICLE 2 – MISSION AND PURPOSE

The Deer Mountain Community Organization is a nonprofit organization of residents of Fremont County, Colorado, and surrounding areas united for the purpose of securing whatever benefits the membership may choose, such as instituting programs and activities of interest, collective bargaining, food co-op projects, promoting local businesses, conducting senior programs, providing meaningful volunteer opportunities, securing and maintaining a community center, and generally working together to reach advantageous goals for the community.

ARTICLE 3 – SOVEREIGNTY

Although the organization shall cooperate and form collaborations with other organizations and entities, it shall always preserve its sovereignty. The membership shall not give up power or decision-making to any outside person or institution.

ARTICLE 4 – MEMBERSHIP

[A] How to become a member: Membership shall be open to anyone who pays the annual membership dues and signs the organization's Guidelines. Membership is effective on the date the dues are paid in full and continues for one year from that date. Membership and membership rights are not transferable.

[B] Nondiscrimination statement: The organization does not discriminate based on age, race, sex, color, religion, national origin, handicap, marital status, sexual orientation, military/veteran status or any other status protected under Colorado law.

[C] Anti-harassment statement: While participating in the activities of the organization, harassment, including verbal and physical conduct which has the purpose or effect of interfering with the organization's or an individual's enjoyment and/or creating an intimidating, hostile or offensive environment is prohibited as determined by a vote of the members.

[D] Rights and responsibilities of members: Each member has the same rights and responsibilities as all other members. Members are entitled to vote on motions brought before the membership, take advantage of all membership benefits, and serve on committees and the board of directors. Members are required to follow the organization's Bylaws, Guidelines and Policies and Procedures of the organization.

Members shall not be held liable for the organization's tortious acts or breaches of contract merely by virtue of their membership.

[E] Resignation of a member: A member can resign from the organization at any time, but no portion of the membership dues shall be refunded.

[F] Suspension and revocation of memberships: Membership can be suspended or revoked by a vote of the members if the member has acted contrary to the best interest of the organization or does not comply with the organization's Bylaws, Guidelines, or Policies and Procedures.

ARTICLE 5 – MEMBERSHIP MEETINGS

[A] General meetings and notices: General meetings of the organization's membership shall be held as determined by the membership. The day, time and place of the following meeting shall be announced at each general meeting and posted on the organization's website. It shall be the responsibility of each member to find out the day, time and place of the next meeting.

[B] Special meetings and notices: Special meetings of the organization's membership can be called as needed and deemed necessary by the chairperson or by three (3) members. The day, time and place of a special membership meeting shall be posted on the organization's website. The website notification must include the agenda for the special membership meeting.

Special membership meeting agendas shall be limited to the special issue for which the meeting is being called and shall list the names of the members who called the meeting. The meeting shall be conducted by the chairperson or by a person selected as the meeting moderator by a vote of the members as the first item of business. If the secretary is absent, a member shall be designated by the meeting moderator to record the minutes in accordance with the secretary's duties per Section 8.E.

Voting at special membership meetings shall be held per Article 6.

[C] Meeting moderator: A meeting moderator shall conduct a membership meeting. The chairperson can act as the meeting moderator, or a meeting moderator can be designated by a director or selected by a vote of the members. The meeting moderator shall determine whether a quorum exists for the purpose of voting, conduct the meeting in an orderly and professional manner, and call for a written vote if they deem it necessary.

[D] Actions without a membership meeting and emergency actions: Actions necessary for conducting organization business in a timely manner can be taken by members without a vote of the members at a membership meeting so long as such actions do not bind the organization to a policy or contract.

Emergency actions can be taken without a vote of the members if time or circumstances do not allow for a membership meeting to be held as determined by the directors. Such actions can be taken as a majority decision of the directors with the support of the Steering Committee, and shall be reported to the membership at the next membership meeting.

ARTICLE 6 - VOTING

[A] Voting requirements: A person must be a member to vote, and each member has one vote. All voting shall take place at membership meetings. Votes binding the organization shall not be conducted outside of membership meetings.

[B] Issues requiring a vote: Any binding policy, such as contracts and the distribution of funds, requires a vote of the members. An activity promoted as an organization program or project must be approved by a vote of the members. Every motion brought forward by a member which has been seconded shall be discussed, voted on, tabled or withdrawn.

[C] Quorum for voting: Ten (10) members or twenty (20) percent of the membership, whichever is greater, constitutes a quorum. A quorum must be present at the time a motion is made or a vote taken. In the absence of a quorum, discussion can be held and recommendations can be developed to be presented at a future meeting at which a quorum is present.

[D] Proxy voting: Proxy voting shall not be allowed.

[E] Absentee voting: Absentee voting shall be allowed only for elections of directors, and only via absentee ballots printed by the Election Committee.

[F] Methods of voting: For elections of directors, voting shall be by written secret ballot which shall be counted by three (3) non-candidate members of the Election Committee. The ballots shall be given over to the secretary, who shall keep them on file per Section 8.E.

For all other issues, a motion can be made by any member, a second must be heard before going to discussion, all attendees can participate in the discussion, and only members can vote on the issue. The wording of the motion and the result of the vote shall be recorded in the minutes of the meeting. The meeting moderator shall call for a written vote if the meeting moderator deems it necessary.

[G] Status of votes: A motion shall be deemed passed if a simple majority of the votes cast are affirmative. In the case of a tie, the meeting moderator shall request a motion to table or further discuss the issue. If another vote is taken which results in a tie, the meeting moderator shall table the issue until the next membership meeting.

ARTICLE 7 – COMMITTEES

[A] Steering Committee: The Steering Committee shall be established as determined by the membership. The Steering Committee shall establish and dissolve standing and temporary committees as needed or as determined by a vote of the members.

[B] Powers of committees: Binding votes shall not be made by committees. Committees will do the work approved by the membership and bring recommendations to membership meetings for a vote.

[C] Responsibilities of committees: When proposing projects or actions to the membership for approval, committees shall present a written budget reflecting the expectation of expenses and revenues. Committees that anticipate expenses for the following year shall provide a written proposed budget for the following year to the Budget Committee as soon as possible after the September general membership meeting and no later than the October general membership meeting.

[D] Standing committees: The organization shall have standing committees which include, but are not limited to, Membership, Fundraising, Maintenance, Food Co-op, Building, and Bylaws Committees.

[E] Temporary committees: The organization shall have temporary committees which include, but are not limited to, the committees in the following sections.

[i] Audit Committee: In December of each year the Steering Committee shall select a temporary Audit Committee of at least three (3) members to conduct an in-house audit of the current year's finances and complete an Audit Report.

An external audit can also be conducted if approved by a vote of the members.

[ii] Budget Committee: In September of each year the Steering Committee shall select a temporary Budget Committee consisting of the treasurer and at least two (2) additional members to compile an Annual Organization Budget for the following year. The Budget Committee shall present the proposed Annual Organization Budget to the members at the November general membership meeting. The Annual Organization Budget shall include general budgeted income and expenses and income and expenses for each committee, fund, and/or project.

[iii] Election Committee: In August of each year the Steering Committee shall select a temporary Election Committee of at least three (3) members to administer the election of new directors to be held that October.

[F] Committee records: All committee records shall be turned over for archiving to the secretary at the end of each year and when a committee is dissolved.

ARTICLE 8 – DIRECTORS

[A] Number and positions on the board of directors: There shall be three (3) directors on the board of directors – a chairperson, a treasurer and a secretary.

[B] Requirements, term and term limits of directors: A director shall be a member. Each director shall be elected at the October membership meeting and hold the position for a term of one (1) year from the January through the December following election. Directors and director candidates shall not be related or live in the same household. A director shall not serve consecutive terms on the board of directors unless there is no other member willing to take the position.

[C] Chairperson: The chairperson shall develop, have posted on the organization's website, print and distribute membership meeting agendas, and can call special membership meetings. The chairperson shall act as the meeting moderator of membership meetings or designate another member to act as the meeting moderator. If the chairperson cannot attend a meeting and is unable to make such a designation, the treasurer shall do so or act as the meeting moderator; if the treasurer is unable to make such a designation or conduct the meeting, the secretary shall do so or act as the meeting moderator.

[D] Treasurer: The treasurer shall keep accurate records of the organization's funds including monthly Balance Sheets showing monthly and year-to-date figures and monthly Profit and Loss Statements showing monthly and year-to-date figures for the organization as a whole and for individual committees, funds and/or projects. The treasurer shall prepare end-of-year Financial Statements and any fiscal reports required by the government. The treasurer shall serve on the Budget Committee.

The treasurer shall present a treasurer's report at each general membership meeting which includes, but is not limited to, the current Balance Sheet and Profit and Loss Statement.

The treasurer shall not distribute funds unless approved by a vote of the members except when time-sensitive expenditures are necessary for effective operations and cannot wait for a vote of the members. Such

expenditures shall be approved in writing by two directors on an Expenditure Request Form and reported to the membership at the next general membership meeting as part of the Treasurer's Report, independently of the financial and fund statements.

At the end of his or her term, or if the treasurer resigns or is no longer able to fulfill his or her duties, the treasurer shall immediately pass all financial records and the organization's computer with the QuickBooks program and company file intact to the chairperson, who shall maintain them until such time as he or she can pass them to the new treasurer.

[E] Secretary: The secretary shall record the minutes of each membership meeting. The minutes shall include, but are not limited to, the name of the organization; the date, time and location of the meeting; the approximate number of members in attendance; the approximate number of non-members in attendance; whether a quorum was reached for voting purposes; the items discussed; the specific motions presented; whether the motions passed or failed by vote; a list of items that were tabled; and the name and signature of the person who prepared the minutes. Copies of agendas and meeting handouts shall be appended to the minutes and become part of the minutes.

The secretary shall file, store, and archive all organization documents including, but not limited to, approved minutes, agendas, treasurer's reports, financial statements, handouts, memoranda, flyers, notes regarding volunteer hours and donated items, past membership and guest lists, and any other paperwork generated regarding the organization. At the end of his or her term the secretary shall pass all organization documents in his or her possession to the incoming secretary.

If the secretary resigns or is no longer able to fulfill his or her duties, the secretary shall immediately pass all organization documents in his or her possession to the chairperson, who shall maintain them until such time as he or she can pass them to the new secretary.

[F] Powers of directors: Directors shall have one vote, the same as any member. Directors shall not make a binding policy for the organization unless approved by a vote of the members, but directors can meet to discuss or research any issue and make recommendations to the membership. Directors shall sign contracts on behalf of the organization only if approved by a vote of the members. Directors can join any committee, but shall have only the powers given to any other member of that committee. Directors shall perform their duties in accordance with their respective current job descriptions, which shall be part of the organization's Policies and Procedures.

[G] General standard of conduct for directors: Directors shall discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner reasonably perceived to be in the best interest of the organization. Directors shall present the organization in a good light and treat everyone they come in contact with in the course of their duties professionally, equally, and cordially.

[H] Limits of certain liabilities and indemnification of directors: A director is entitled to rely on and act on information prepared in a manner that is reasonably believed to be reliable, otherwise the director is not acting in good faith. A director shall not have any fiduciary responsibility to any creditor of the organization unless the debt arose out of malfeasance on the part of said director. No director shall enter into a contract on behalf of the organization unless approved by a vote of the members. Directors shall not be held liable for any tortious acts or breaches of contract merely by virtue of being a director of the organization.

A director who distributes funds or assets without a proper vote of the members is personally liable to the organization for the amount of the distribution that exceeds that which was approved.

expenditures shall be approved in writing by two directors on an Expenditure Request Form and reported to the membership at the next general membership meeting as part of the Treasurer's Report, independently of the financial and fund statements.

At the end of his or her term, or if the treasurer resigns or is no longer able to fulfill his or her duties, the treasurer shall immediately pass all financial records and the organization's computer with the QuickBooks program and company file intact to the chairperson, who shall maintain them until such time as he or she can pass them to the new treasurer.

[E] Secretary: The secretary shall record the minutes of each membership meeting. The minutes shall include, but are not limited to, the name of the organization; the date, time and location of the meeting; the approximate number of members in attendance; the approximate number of non-members in attendance; whether a quorum was reached for voting purposes; the items discussed; the specific motions presented; whether the motions passed or failed by vote; a list of items that were tabled; and the name and signature of the person who prepared the minutes. Copies of agendas and meeting handouts shall be appended to the minutes and become part of the minutes.

The secretary shall file, store, and archive all organization documents including, but not limited to, approved minutes, agendas, treasurer's reports, financial statements, handouts, memoranda, flyers, notes regarding volunteer hours and donated items, past membership and guest lists, and any other paperwork generated regarding the organization. At the end of his or her term the secretary shall pass all organization documents in his or her possession to the incoming secretary.

If the secretary resigns or is no longer able to fulfill his or her duties, the secretary shall immediately pass all organization documents in his or her possession to the chairperson, who shall maintain them until such time as he or she can pass them to the new secretary.

[F] Powers of directors: Directors shall have one vote, the same as any member. Directors shall not make a binding policy for the organization unless approved by a vote of the members, but directors can meet to discuss or research any issue and make recommendations to the membership. Directors shall sign contracts on behalf of the organization only if approved by a vote of the members. Directors can join any committee, but shall have only the powers given to any other member of that committee. Directors shall perform their duties in accordance with their respective current job descriptions, which shall be part of the organization's Policies and Procedures.

[G] General standard of conduct for directors: Directors shall discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner reasonably perceived to be in the best interest of the organization. Directors shall present the organization in a good light and treat everyone they come in contact with in the course of their duties professionally, equally, and cordially.

[H] Limits of certain liabilities and indemnification of directors: A director is entitled to rely on and act on information prepared in a manner that is reasonably believed to be reliable, otherwise the director is not acting in good faith. A director shall not have any fiduciary responsibility to any creditor of the organization unless the debt arose out of malfeasance on the part of said director. No director shall enter into a contract on behalf of the organization unless approved by a vote of the members. Directors shall not be held liable for any tortious acts or breaches of contract merely by virtue of being a director of the organization.

A director who distributes funds or assets without a proper vote of the members is personally liable to the organization for the amount of the distribution that exceeds that which was approved.

No director shall be personally liable for any injury to person or property arising out of an act by another member or employee unless the director was personally involved in the situation.

Liability of a director to the organization or its members shall not be limited for any breach of the director's duty of loyalty, acts, or omissions conducted apart from good faith, or that involve intentional misconduct or a reasonable knowledge of the violation of the law, or any transaction in which the director directly or indirectly derived an improper personal benefit.

[I] Filling an unscheduled vacancy of a director position: An unscheduled vacancy of a director's position shall be filled as soon as reasonably possible by a vote of the members. Any member who meets the requirements in Section 8.B can be elected to fill the vacancy. A director elected to fill an unscheduled vacancy shall serve until the end of the calendar year and shall be eligible to run for any director position that begins the following year.

[J] Resignation of directors: A director can resign either verbally at a membership meeting or in a letter delivered to another director or mailed to the organization. No reason for resigning is required. The resignation is effective when the notice is received unless the notice states a later effective date, in which case a new director can be elected at any time but shall not fill the position until the resignation is effective.

[K] Removal of directors: A director can be removed from office by a vote of the members. No specific reason for removal is required. A proposal to remove a director or directors shall be clearly stated at a membership meeting and the vote shall be conducted at the following membership meeting. The agenda shall clearly state that such vote shall be conducted and shall be posted on the organization's website at least twenty (20) days before such meeting, affording the director the opportunity to present his or her case, either in person or in writing, for not being removed from office at that meeting before such vote is taken.

More than one director can be removed during a membership meeting but the removal of each director shall be addressed separately. A written notice stating the effective date of removal shall be mailed using first class mail to any director who is removed.

ARTICLE 9 – BOARD OF DIRECTORS

[A] Definition of board of directors: The board of directors shall consist of the chairperson, the treasurer and the secretary.

[B] Board of directors meetings: Board of directors meetings shall be open to the public. The day, time and place shall be posted on the organization website at least twenty (20) days before such meeting. Minutes shall be taken in accordance with these Bylaws.

[i.] Annual meeting of the board of directors: The board of directors shall hold one annual meeting each year as required by the state of Colorado on the second Saturday in January.

{ii] Additional board of directors meetings: Board of directors meetings in addition to the annual board of directors meeting shall be held as needed by the directors.

[C] Closed executive sessions: A closed executive session is a private meeting of the directors held during a board of directors meeting, with or without persons relevant to the matter to be discussed in the session in attendance, for the sole purpose of discussing said matter. Binding voting shall not be conducted in closed executive sessions.

Before entering a closed executive session, a director shall identify to the board of directors the particular matter to be discussed in as much detail as possible without compromising the purpose for which the session is being called.

ARTICLE 10 – AVOIDING CONFLICT OF INTEREST

[A] Purpose: The purpose of this conflict of interest policy is to protect the organization's interest when entering into a contract, transaction or arrangement (hereinafter referred to as an "arrangement"). This policy is not to be interpreted that directors, members, employees, subcontractors or other persons are prohibited from receiving reasonable financial compensation for work performed for or items sold to the organization.

This policy is intended to supplement but not replace any state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

[B] Definition of financial interest: A person has a financial interest in an arrangement if the person has, directly or indirectly, through business, investment, or family, an ownership or investment interest in the entity with which the organization has the arrangement. Having a financial interest or receiving compensation in any form does not necessarily constitute a conflict of interest.

[C] Definition of conflict of interest: A person having a financial interest in or receiving compensation for an arrangement has a conflict of interest if any of the following exist:

[i] the benefits, whether financial, gifts or favors, are kept hidden

[ii] the arrangement has not been approved in advance by a vote of the members

[iii] the membership determines by a vote of the members that the benefits are excessive

[iv] the membership determines by a vote of the members that a conflict of interest exists

[D] Disclosure: In connection with any actual or possible conflict of interest, it is the duty of an interested person to disclose to the membership the existence of the financial interest or compensation and all material facts regarding the arrangement. The membership has the right to make appropriate investigations into possible conflicts of interest and to propose alternative arrangements that are free of conflicts of interest.

[E] Resolution: The membership shall determine by a vote of the members whether the arrangement is in the organization's best interest and whether to enter into the arrangement or enter into a different arrangement which is more advantageous to the organization and/or free of conflicts of interest.

If a conflict of interest is uncovered after an arrangement has taken place, the membership shall determine by a vote of the members what corrective action shall be taken.

The minutes of a meeting at which an actual or possible conflict of interest is discussed shall carefully reflect the facts of the issue, including the names of people and entities involved, a description of the actual or possible conflict of interest, actions taken to determine whether a conflict of interest exists, alternatives presented, and all votes taken by the membership regarding these matters. A member who receives compensation, directly or indirectly, from the organization for services or sales is precluded from voting on matters pertaining to that arrangement.

[F] Periodic reviews: To ensure the organization operates in a manner consistent with good fiscal practices, periodic reviews can be conducted in regard to:

[i] whether compensation arrangements and benefits are reasonable as determined by the membership

[ii] whether partnerships, joint ventures, and arrangements conform to the organization's written policies, are properly recorded, reflect reasonable investments or payments for goods and services, and do not result in unauthorized and/or excessive benefits.

ARTICLE 11 – DISSOLUTION

If a motion is made to dissolve the organization, the vote shall be conducted at the following membership meeting. The agenda shall clearly state that such vote shall be conducted and shall be posted on the organization's website at least twenty (20) days before such meeting.

If no quorum can be reached to vote on dissolution, the membership can dissolve the organization by a simple majority vote of the remaining members. Upon dissolution, the assets of the organization left after all liabilities have been satisfied shall be distributed to a nonprofit 501(c)(3) organization as determined by the remaining members.

ARTICLE 12 – AMENDING THE BYLAWS

The membership can amend the Bylaws of the organization by vote in accordance with the article in these Bylaws concerning voting. A proposal for amendment shall be made at a general membership meeting, but voting shall not take place earlier than the next general membership meeting which is at least twenty (20) days hence. The proposed amendment shall be posted on the organization's website at least twenty (20) days before such meeting along with the agenda, day, time and place of the meeting at which the vote regarding the amendment shall be taken.

ARTICLE 13 - ISSUES NOT ADDRESSED IN THE BYLAWS

If an issue arises that has not been addressed by these Bylaws, members shall refer to Roberts Rules of Order for guidance.

SIGNATURES

Date approved and signatures of representative members:

Member Name: Daniel Warner Signature: Daniel Warner Date: 04-01-14

Member Name: Linda M. Schuff Signature: Linda M Schuff Date: 04.01.2014

Member Name: SANDRA R. SPECHT Signature: Sandra R. specht Date: 04.01.2014