

BYLAWS OF
THE
LAKE FORK COMMUNITY FOUNDATION

ARTICLE I: Offices.

1. Principal Office. The principal office of the corporation shall be the Hinsdale County Clerk & Recorder, 317 Henson Street, Lake City, Colorado 81235.¹
2. Other Offices. The corporation shall have the right to establish offices at such other places within the State of Colorado as the Board of Directors may from time to time designate.

ARTICLE II: Corporate Seal.

1. The corporate seal shall set forth the name of the corporation and shall have inscribed thereon the words "Lake Fork Community Foundation". Such seal may be engraved, lithographed, printed, stamped, impressed upon, or affixed to any contract, conveyance or other instrument executed by the Foundation.

ARTICLE III: Directors.

1. The business and affairs of the Lake Fork Community Foundation shall be conducted by a board of not less than five nor more than nine. The Board of Directors shall be elected by the directors. The elected directors shall serve for a term of three years except for those originally elected, of whom one-third shall serve for one year, one-third shall serve for two years and one third shall serve for three years. Thereafter, at the annual meeting of the directors of the corporation, directors shall be elected for a three-year term. The directors shall be the sole voting members of the corporation.
2. The terms of office of any director may be terminated at any time, with or without cause, by affirmative vote of a majority of the Board of Directors.
3. Except for the original directors, the terms of the directors shall commence on the first day of January immediately following their election. The terms of the original directors for the purposes of this Article shall be considered as commencing on January 1, 1994. Vacancies shall be filled by a majority vote of the Board of Directors at a regular or special meeting at which such action may be authorized. A director so elected shall hold office for the remainder of the unexpired term of the office in which the vacancy occurred.
4. The annual meeting of the Board of Directors shall be held in Hinsdale County during the month of July of each year.¹
5. Regular meetings of the Board of Directors shall occur quarterly to be scheduled on the second Tuesday of January, April, July, and October. It is important that directors attend all meetings. In the event of three consecutive unexcused absences, a director's term of office may be terminated by an affirmative vote of a majority of the Board of Directors.¹

¹ Amended 01/13/2009

6. Special meetings of the Board of Directors may be called by the president of the corporation or by any three directors. The secretary of the corporation shall mail a notice of each special meeting, setting forth the time and place of the meeting and the matters to be considered at such meeting, to each director at least ten days prior to the day of the meeting except that special meetings of the Board of Directors may be held without notice upon written consent and waivers of notice by all directors either before or after such meeting.

7. A majority of the number of directors provided by the certificate of incorporation shall constitute a quorum for the conduct of business at each annual or special meeting of the Board of Directors. The act of the majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors.¹ A director is considered present if they are attending in person or remotely via electronic communications (telephone or otherwise).²

8. The Board of Directors may elect an executive committee of three or more directors. The executive committee shall have authority to transact such routine business as may be referred to between meetings of the Board of Directors. Any and all action taken by the executive committee shall be reported to the Board of Directors at its next meeting for approval and ratification.

9. The Board of Directors or the executive committee may take any action which could be taken at a meeting by written consent or by-email without a meeting, provided such written consent or e-mail sets forth the action so taken and subsequently ratified by the Board of Directors or the executive committee as the case may be.¹

ARTICLE IV: Officers.

1. The officers of the corporation shall be a president, vice-president, secretary and treasurer.

2. The officers shall be elected by the Board of Directors at its annual meeting and shall serve for a term of one year or until their successors are elected and qualified. In the event the annual meeting is not held in any year, or if for any reason officers are not elected at such meeting, a special meeting may thereafter be called for such purpose.

3. The president and vice-president shall be members of the Board of Directors. The secretary and treasurer need not be members of the Board of Directors. The treasurer may be required to give such fidelity bond as the Board of Directors may determine.

4. The Board of Directors, at its option, may elect to have one person serve at its pleasure as both the secretary and treasurer and perform the duties of both offices.

5. The Board of Directors shall have the power to appoint such other officers as are necessary for the proper management of the affairs of the corporation which additional officers need not be members of the Board of Directors of the corporation.

² Amended 04/08/2014

ARTICLE V: Duties of the Officers.

1. Duties of the President. The president of the corporation shall preside at all meetings of the Board of Directors. The president of the corporation and the secretary of the corporation shall sign all contracts, notes and obligations of the corporation.
2. Duties of the Vice-President. In the absence of the president, the vice-president shall preside at all meetings of the Board of Directors and shall perform any executive act required of the president when the president is absent or unable to act.
3. Duties of the Secretary. It shall be the duty of the secretary to attend all meetings of the Board of Directors and the officers, and to keep the minutes of all such meetings; to have custody of the corporate seal and to affix same to all documents requiring same; to carry on the correspondence of the corporation; to give notice of all meetings of officers and of the Board of Directors, and shall keep records as accurately as possible of the name, post office, e-mail, residence address and phone numbers of the officers and Directors, and shall make written reports of official actions whenever requested by the Board of Directors.
4. Duties of the Treasurer. It shall be the duty of the treasurer to keep accurate financial records for the corporation; deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the board; endorse for deposit notes, checks, and drafts received by the corporation as ordered by the board, making proper vouchers for the deposit; disburse corporate funds and issue checks and drafts in the name of the corporation as ordered by the board; upon request, provide the president and the board an account of transactions by the treasurer and of the financial condition of the corporation; and, perform other duties prescribed by the board or by the president.¹

ARTICLE VI: Quorum.

1. A majority of the Board of Directors shall constitute a quorum. Whenever less than a majority of the directors appear at any time appointed for a meeting, those so present shall have the power to adjourn such meeting from time to time until a quorum is present. A quorum may transact the business of the corporation, provided however, that no business may be transacted unless five or more directors are present.²

ARTICLE VII: Powers.

1. Directors of the corporation may not vote at any meetings by proxy.

ARTICLE VIII: Amendments.

1. These bylaws may be amended at any regular or special meeting of the Board of Directors by the affirmative vote of a majority of the Board of Directors, provided the proposed amendments shall have been presented at a previous meeting of the board, or copy thereof furnished to each member of the board at least ten days prior to the meeting at which a vote thereon is taken.

ARTICLE IX: Non-Discrimination.

1. The Lake City Community Foundation does not and shall not discriminate on the basis of race, color, religion (creed), gender, expression, age, national origin, disability, marital status, sexual orientation, military status, in any of its activities, operations or funding.

We are committed to providing a welcoming and inclusive environment for all members of our non-profit community.³

ADOPTED, by the Board of Directors this 9th day of December, 1993.

Signed by:

William C Hall	Daniel M Milski	Thomas A Hardilek
Michelle L Pierce	Don van Wormer	Bruce Vierheller

AMENDED, by the Board of Directors this 13th day of January, 2009.

Signed by:

Bruce Vierheller	Jerry Gray	Lisa Gray
Ruthanna M Hall	Douglas P Jones	Marian Hollingsworth
Daniel M Milski	Michelle L Pierce	Karen Thormalen

AMENDED, by the Board of Directors this 8th day of April, 2014.

Bruce Vierheller	Jerry Gray	Carolyn Virden
Ruthanna M Hall	Kristine Borchers	Marian Hollingsworth
Leslie Nichols	Ben Hake	

AMENDED, by the Board of Directors this 13th day of April, 2016.

Bruce Vierheller	Jerry Gray	Carolyn Virden
Ruthanna M Hall	Kristine Borchers	Marian Hollingsworth
Leslie Nichols		

³ Amended 04/13/2016