

BY-LAWS
Of
DOLORES COUNTY DEVELOPMENT CORPORATION
A NONPROFIT CORPORATION

ARTICLE I
Purposes and Policy

The purpose of the Dolores County Development Corporation (DCDC) is to promote commercial, industrial, and recreational development within and in the vicinity of Dolores County, Colorado; and to promote and assist the growth and development of small business concerns in the area, to promote employment in the area and thereby improve the welfare of the people, and to work with governmental agencies as well as with private efforts in order to achieve these purposes.

ARTICLE II
Headquarters and Branches

The principal office and headquarters of the corporation shall be located in Dolores County, Colorado. The corporation may establish and maintain branches and offices in Dove Creek or elsewhere or change the principal office and headquarters to a location designated by a majority vote of the board of directors.

ARTICLE III
Directors

3.1 General Powers. The concerns, direction and management of the affairs of the corporation shall be vested in the Executive Board.

3.2 Tenure and Numbers. The Board shall consist of not less than five (5) and not more than eleven (11) members, and shall always be an odd number of members. Two (2) members of the Executive Board shall be the officers outlined in Article IV. Term of a Director shall be two years. All Directors may serve successive terms with no limitation.

3.3 Composition. The Board of Directors shall consist of one member appointed by each of The Town of Dove Creek, The Town of Rico, the Board of County Commissioners of Dolores County, and the remaining members shall have demonstrable ties to Dolores County.

3.4 Nominations.

Any person eligible for membership on the BOD may be nominated for membership. Nominations for membership may be made at any meeting of the BOD where a quorum is present. Voting on the nomination may take place immediately if all members of the BOD are present and unanimously agree to do so. Otherwise, voting on the nomination will take place at the following meeting, unless, upon motion and a second, a majority of the members of the BOD bring the nomination to vote. Interested members of the community may submit a letter of intent on their own behalf.

3.41 Voting for members of the BOD may only occur after a person has been nominated for a position on the BOD. Voting for BOD members shall be by paper ballot. Only sitting members of the BOD may vote.

3.42 If there are more nominees for membership on the BOD than there are vacancies on the BOD, those voting may indicate, on their ballot, the nominee they wish to serve as members of the BOD, indicating no more nominees than there are vacancies. Nominees may only receive one vote per ballot. The paper votes shall be counted by the BOD Secretary, and then verified by the BOD Chairperson.

3.5 Vacancies. In case any Director shall by death, resignation, incapacity to act, or otherwise cease to be a Director during his or her term, a successor may be chosen by the Board.

3.6 Removal. If any member of the Board of Directors shall be absent without excuse from more than three (3) consecutive regular meetings in any one year, he or she shall be deemed to have resigned from office and the vacancy so caused shall be filled as herein provided for the filling of vacancies in the membership of the Board of Directors. Any member of the Board of Directors may be removed for cause from office at any meeting of the Board by a 2/3 vote of the Full Directorship. Provided, further, proxies are also allowed on votes concerning the removal of a director.

3.8 Regular Meetings. The Board of directors shall be held at least quarterly for the transaction of business. An annual organization meeting of the Board of Directors of the corporation shall be held in each year.

3.9 Special Meetings.

3.9.1 The Board of Directors may be called by the Chairperson, or by the Secretary when requested to do so in writing by any three (3) Directors.

3.9.2 For meetings of the Board of Directors called by the Chair five (5) days' notice will be given, and for meetings called at the request of the Directors, ten,(10) days notice shall be given.

3.9.3 Any meeting may be held without notice provided every Director shall waive in writing the notice otherwise required.

3.10 Quorum. Five members of the Board of Directors shall constitute a quorum.

3.11 Manner of Acting. Except as otherwise prescribed in these by-laws, decisions at any meeting of the Board of Directors, the Executive Committee, or other committees shall be by a majority vote of those present and voting. Each director shall have one vote and no voting proxy shall be permitted.

3.12 Presumption of Assent. A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting, or unless he/she files his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or unless

he/she forwards such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

3.13 Action by Board without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting. Voting may take place via e-mail.

3.14 Compensation. Directors, as such, and members of committees, shall be classed as volunteers and shall not receive any salaries or fees for their services but may be Reimbursed for any expenses incurred in fulfilling their duties.

3.15 Conflict of Interest. All Directors are required to disclose on the record any actual or potential conflict of interest with any action the board votes on. A conflict of interest would include but not limited to situations where a Director has a vested financial interest. Director will need to recuse him or her-self from discussion, will not be allowed to place a motion or a second, and must abstain from voting.

3.16 Committees. The BOD may designate committees to fulfill certain, defined functions of DCDC. Membership on a committee is not limited to members of the BOD, unless otherwise directed by the BOD. Committees choose a Chair to preside over the committee and to report to the BOD as requested by the BOD.

3.17 Responsibilities, Duties, and Authority. The members of the BOD have the following responsibilities, functions, and duties:

- a) To select and remove the officers and prescribe such powers and duties prescribed to these positions.
- b) To conduct, manage, and control the affairs and business of the DCDC, and to make rules and regulations not inconsistent with law, the articles of incorporation, and the bylaws.
- c) The BOD may authorize any officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the DCDC. Such authority may be general or may be confined to specific instances.
- d) All checks, drafts, notes, deposits, etc. shall be signed and executed by persons delegated to do so by the directors of the BOD.
- e) Disbursements written on the DCDC account may only be authorized by the BOD.

ARTICLE IV

Officers

4.1 Number. At each annual organization meeting of the Board of Directors, the board of Directors shall elect a Chairperson, Vice Chairperson, a Secretary, and a Treasurer or Secretary/Treasurer. It may choose such other officers as the business of the corporation may require. All the officers shall hold office at the pleasure of the Board of Directors, but in no case beyond the time their respective successors shall be elected and shall qualify.

4.2 Vacancy. Whenever any vacancy shall occur in any office of the corporation by death, resignation, or otherwise, the vacancy may be filled by the Board of Directors.

4.3 Chair of the Board. The Chairperson of the Board shall preside over the Officers and all meetings of the BOD and shall ensure that the members of the BOD are properly informed about the matters to be addressed by the BOD. The BOD may designate or restrict the authority and duties of the Chairperson upon two-thirds majority vote of the remaining members of the BOD. The Chairperson shall deliver to the annual meeting of the Directors of the corporation a comprehensive report of the program and policies followed by the board in the preceding year.

4.4 Vice Chair. The Vice-Chairperson shall fill all functions of the Chairperson when the latter for any reason cannot serve. The BOD may designate or restrict the authority and duties of the Vice-Chairperson upon two-thirds majority vote of the remaining members of the BOD.

4.5 Secretary. The secretary shall cause minutes to be taken of all meetings of the corporation and of the board, and preserved at the office of the corporation, shall cause notices of annual, regular, and special meetings to be sent to Directors, and to perform other duties assigned by the Board. The BOD may designate or restrict the authority and duties of the Secretary upon a two-thirds majority vote of the remaining members of the BOD. The Secretary must assume the duties of the Chairperson if the Chairperson and Vice-Chairperson is unable to do so.

4.6 Treasurer. The treasurer shall cause all monies and securities to be received and deposited in any bank designated by the board; shall disburse funds in accordance with a budget approved by the annual report. The BOD may designate or restrict the authority and duties of the Secretary upon a two-thirds majority vote of the remaining members of the BOD. The Secretary must assume the duties of the Chairperson if the Chairperson and Vice-Chairperson is unable to do so.

4.7 Executive Committee. The executive committee shall consist of three officers and two members at large of the corporation and may meet without notice. Actions by the Executive Committee shall be reported at the next regularly scheduled Board of Directors Meeting.

ARTICLE V

Executive Assistant

The Board of Directors shall have the authority and power to hire an executive assistant to carry out the necessary work and purposes of the corporation.

ARTICLE VI

Business Loan Fund

At the direction of the Board, to assist in the fulfillment of the purposes and function for which the Corporation is constituted, a Business Loan Fund may be created to assist in the financing of either public or private, for profit or not-for-profit ventures where the retention or creation of employment and the consequent public revenue and benefit to health, safety and welfare of Dolores County is deemed by the Board to be in the public interest. Loans and investments made through the auspices of the Business Loan Fund must clearly meet criteria established by the Board. The Business Loan Fund shall be constituted in such manner as to be as self-sustaining as possible, charging such fees for packaging, servicing, origination, and interest as is necessary to support the efforts of Corporation staff and services integral to the maintenance of the Fund. Any and all revenue accrued by the Fund in excess of these operating expenses shall be returned to the Fund to be made available in loans and investments as defined above.

6.1 Business Loan Fund Committee Composition. There shall be a Business Loan Fund Committee consisting of at ~~least two~~ three members from the Board. Members shall be appointed by the Executive Committee. Members of the Business Loan Fund Committee will serve two year terms at the pleasure of the appointing board with no limitations for succession.

6.2 Authority of the Business Loan Fund Committee. The above stated Business Loan Fund Committee's responsibility will be to qualify, approve, or deny loans and/or investments in compliance with the applicable Federal, State and approved ~~policy~~ loan procedure guidelines, except that the Committee shall not have the authority to borrow funds.

6.3 Duties. As a general guide, the Business Loan Fund Committee shall have the following functions, duties and responsibilities:

- a) Review loan requests prepared in accordance within the appropriate loan source policies and guidelines and decide which loans shall be made.
- b) Decide the conditions of each loan or investment including the amount, term, interest rate, and any other conditions relevant to a particular loan; to authorize disbursement of approved loans upon Motion.
- c) Utilize established, approved loan policies and the same criteria used to qualify, approve or deny loans when considering making loans from re-capitalized funds as was used in making the initial loan from the original fund source.
- d) To take such other actions, make recommendations and formulate policy on those matters which may be delegated to it by the Board or Executive Committee which will best effectuate and carry out the purposes and functions for which the Loan Fund is created.

6.4 Vote Required for Action. Any action of the Loan Committee may be taken by a simple majority vote of the Board members present if there is a quorum. In the event of business needed between meetings, votes may be taken via email ballots, returned by enough of the Loan Committee to constitute a quorum.

6.5 Conflict of Interest. Members of the Business Loan Fund Committee will be required to verbally disclose on the record any conflict of interest with a borrower, guarantor or other party to the transaction. A conflict of interest includes advising, approving, recommending or otherwise participating in the business decisions of the loan recipient, such as agents, advisors, consultants, attorneys, accountants or shareholders. A Committee member, having any vested financial interest, will need to recuse him or herself from discussion, will not be allowed to place a motion or a second, and must abstain from voting. The Executive Committee will consider all conflict of interest in the appointment of new members. No client with an active open loan may serve on the loan committee. or the Dolores County Development Corporation Board of Directors. Neither Loan Committed members nor members Dolores County Development Corporation Board of Directors shall be allowed to submit an application for nor receive loans from the Business Loan Fund.

ARTICLE VII

Income, Contracts, Loans, Checks and Deposits

7.1 Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.

7.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

7.3 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

7.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

7.5 Gifts and Contributions. The Treasurer may accept on behalf of the Corporation any contribution, gift, bequest, or device as may be consistent with the established purposes of the Corporation and as may be permitted by any applicable local, state, or federal law.

7.6 Audits. If in any one year, income, exclusive of capital development grants of the corporation exceeds \$75,000, the annual report shall be audited by an independent accountant selected by the board, of the income and expenditures of the corporation for the preceding year, and of the facilities and assets.

ARTICLE VIII
Miscellaneous

8.1 Roberts Rules of Order All meetings of the board of Directors and Committees shall be conducted in an orderly manner; however, if a dispute arises, Robert's Rules of Order, as set forth in the published revision thereof, will be applied.

8.2 Fiscal Year. The fiscal year of the corporation shall commence January 1st of each year.

8.3 Books and Records. The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Board, and such other records as may be necessary or advisable or required by Colorado State Statutes.

ARTICLE IX
Dissolution

9.1 Liquidation. The complete liquidation of the company requires the affirmative vote of 2/3 of the Full Directorship.

9.2 Distribution of Assets Upon dissolution of the corporation, the board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation or distribute such assets for one or more purposes within the meeting of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X
Investment Policy

The investment policy of the corporation shall be determined by the Board of Directors for each investment of the corporation.

ARTICLE XI
Sale of Properties

If the Directors of the corporation choose to sell all or part of the properties of the corporation, the sale price shall be approved by a 2/3 vote of the full Directorship.

ARTICLE XII
Internal Revenue Code

This corporation is organized under 501(c)(3) of the Internal Revenue Code of 1954 as amended and shall be operated within the scope and limitations set forth in that statute.

law at the registered or principal office of the Corporation. All books and records of the Corporation may be inspected by a Director for any proper purpose at any reasonable time, upon reasonable notice to the Secretary of the Corporation.

ARTICLE XIII
Amendments

13.1 Procedure Amendments to these by-laws may be proposed by a member of the BOD by written submission to the Secretary, and such proposal will be included in the next monthly meeting following the submission. The members of the BOD shall review each proposed amendment at the first meeting. Amendments are effective immediately upon approval by motion, second, and a two-thirds vote of all the members of the BOD.

13.3 Compliance Any amendment (including other alterations to the by-laws), any resolution or any rule will be void if it is not in compliance with federal, state or local laws and regulations.

APPROVED by unanimous vote of the Board of Directors March, 2002.

AMENDED by unanimous vote of the Board of Directors on the _____ day of _____ 2015.

**DOLORES COUNTY ECONOMIC
DEVELOPMENT CORPORATION**

Chairperson

ATTEST: _____
Secretary