



BYLAWS OF
THE OURAY CHAMBER RESORT ASSOCIATION
dba OURAY TOURISM OFFICE
A Non-Profit Corporation
(Consolidating all amendments as of May 31, 2019)

ARTICLE I
GENERAL

Section 1: Name.

The name of this organization shall be the Ouray Chamber Resort Association dba Ouray Tourism Office hereinafter referred to as the "Organization."

Section 2: Purpose.

The mission of the Organization is to enhance the economic vitality of Ouray by connecting visitors with authentic experiences and promoting respect for our community values, history and environment.

The vision of the Organization is to develop and uphold Ouray as a world-class, sustainable mountain destination.

Section 3: Powers.

The Corporation shall have all of the powers provided in, and allowed under, the Colorado Nonprofit Corporation Act.

Section 4: Limitation of Methods.

The Organization shall be non-partisan and non-sectarian and shall take no part in, nor lend influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for office in the City, County, State or Nation. This restriction shall not prevent the Organization, in meeting assembled, from taking an organized stand on proposals of government which may affect the general prosperity of the City, County, State or Nation.

ARTICLE II MEMBERSHIP

Section 1: Eligibility.

Any for-profit or nonprofit business, association, organization, government entity or person having an interest in the mission of this Organization shall be eligible to apply for membership. The applicant agrees to uphold and support the mission of the Organization. Benefits for all members will be outlined in the membership application. Membership in the Organization is strictly voluntary.

Section 2: Classes of Membership.

- A. Regular Members. The regular membership of the Organization shall be made up of those persons or entities that own or operate active, for-profit or nonprofit businesses, associations, organizations, and government entities who:
1. operate within the City limits of Ouray
 2. have been approved for membership as provided below
 3. and paid their regular dues.

All regular members of the Organization shall be entitled to attend meetings of the Organization and to provide input and vote on the affairs of the Organization as outlined in the bylaws.

Each membership is entitled one vote in Organization affairs.

- B. Out-of-City and Citizen Members. Those for-profit or nonprofit businesses, associations, organizations or government entities who do not operate within the City limits of Ouray or persons who are approved for membership and who have paid the annual membership dues.

Out-of-City and Citizen members receive all Organization benefits and other negotiated Organization discounts and benefits.

Out-of-City and Citizen members shall not be entitled to vote on Organization affairs nor shall they be entitled to hold office in the Organization.

- C. Honorary Members. Those persons who have distinguished themselves in public or community affairs shall be eligible for membership in the Organization as honorary members.

Honorary members shall not be required to pay any membership fee, nor shall they be entitled to vote on Organization affairs or elections or hold office in the Organization but shall be entitled to all other benefits of membership at the Citizen level.

Honorary membership may be conferred or revoked by a majority vote of the Organization Board.

Section 3: Election of Members.

All Regular, Out-of-City and Citizen members shall be elected to membership in the Organization in the manner set forth below.

Applications for membership shall be in writing on forms provided by the Organization for that purpose, signed by the applicant and submitted with full payment of membership dues. All members agree to

uphold the mission of the Organization. At the next regularly-scheduled Board meeting following the receipt of an application, the Board shall determine, by consensus or modified consensus, whether to admit the applicant.

If an application is submitted by an entity whose conduct or repute are contrary to the mission of the Organization, as determined by the Board in its sole and absolute discretion, the Board may reject such application. Any prepaid membership dues will be refunded to the entity on the invoice payment date following the Board decision.

Section 4: Termination of Membership.

- A. Any member may resign from the Organization by written notice to that effect directed to the Board or any Officer or Employee of the Organization designated by the Board to receive such notices. If the resigning member is in good standing with the Organization, the Board may elect, in its sole and absolute discretion, to refund all or part of the prepaid membership dues for the year.
- B. Any member may be expelled from the Organization for nonpayment of dues (defined as delinquency 30 days past the renewal deadline) by a consensus or modified consensus of the Board, provided that, before being expelled, such member shall be sent written notice of the delinquency and shall be given at least fourteen days to pay the delinquent dues.
- D. Any member who engages in conduct prejudicial to the Organization or its mission or in conduct damaging to the reputation of the Organization may be expelled from membership.

Before any member may be expelled pursuant to this provision, the Grievance Committee shall investigate the nature of the charges against the member and the evidence relating to the charge. In addition, the Grievance Committee shall afford the member against whom charges have been made, the opportunity to respond to the charges and to provide information in their defense. The investigation and recommendation shall be delivered to the Board within 30 calendar days of receiving the formal grievance. The Board shall determine whether to retain or expel the member by consensus or modified consensus and may rely on, but is not bound by, the recommendation of the Grievance Committee.

In the event of a justly-documented occurrence of immediate harassment, physical harm or threat to Organization Staff or Board members, the Board has the authority in its sole and absolute discretion to bypass the Grievance Committee and determine whether to retain or expel the member by consensus or modified consensus.

Section 5: Annual Dues & Benefits.

The Board shall review membership dues and benefits with the input of Regular members at least every three years. Changes to dues and benefits structure must be presented to membership via mail or email prior to the changes taking place.

Annual dues entitle members the appropriate benefits and representation for a full year, starting July 1 of the current year and ending June 30 of the following year.

Annual dues are non-refundable, except as defined in Article II, Sections 3 and 4.

ARTICLE III MEETINGS

Section 1: Annual Meeting.

The annual meeting of the Organization shall be held at a time and place to be fixed by the Board, usually during the month of May. Notice of such meeting shall be advertised in a newspaper of general circulation in the City and County of Ouray and shall be posted at the City of Ouray United States Post Office. In lieu of such publication, a notice may be mailed or emailed to each Regular member of the Organization. All notices shall be published at least ten (10) days before the meeting.

Section 2: General Meetings.

Monthly meeting of the Board are open to Regular members of the Organization and are considered general meetings.

Section 3: Special Meetings.

Special meetings of the membership of the Organization may be called at any time by the President or by a majority of the Board. Notice of any such special meeting shall be published as required in Article III, Section 1. The notice shall state the nature of the business to be transacted at the meeting. No business may be transacted which is not listed in the notice unless a written waiver of such notice is signed by a majority of Board members in attendance at the meeting. A majority of legal votes cast by a quorum of Board members shall be necessary to take any action.

Section 4: Annual Planning Meeting of the Board.

The annual planning meeting of the Board shall occur as soon as practicable after the close of the fiscal year but no later than sixty (60) days after the close of the fiscal year. The annual planning meeting will include a review of the current budget and a strategic planning session for the upcoming year.

Section 5: Meetings of the Board.

Meetings of the Board shall be held monthly, at a time and place to be fixed by the President; or may be called by the President at any time.

Section 6: Special Meetings of the Board.

Special meetings of the Board may be called by the President or by a majority of the Board. Written or email notice, including the purpose of the meeting, shall be given to each member of the Board at least twenty-four (24) hours in advance of the meeting. No business shall be transacted which was not listed or stated in the notice except by written waiver of notice signed by a majority of the Board.

Section 7: Meeting Procedure.

Meetings shall follow an agenda of action, discussion and report items set by the Board President and Executive Director.

Board decisions will be made by consensus or modified consensus. A consensus decision requires unanimous agreement by a quorum of Board members following discussion. Modified consensus is used when a unanimous decision is not possible following discussion. A decision made by modified consensus requires a majority vote by a quorum of Board members.

ARTICLE IV VOTING

Section 1: Quorums.

A majority of the total membership of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Ten (10) percent of Regular members shall constitute a quorum for the transaction of business requiring a vote by Regular members.

Section 2: Board and Membership Voting

In any proceeding in which voting by members is called for, each Regular member in good standing shall be entitled to cast one vote. With respect to membership votes, a majority of legal votes cast by a quorum of Regular members shall be necessary to take any action unless otherwise specified in these Bylaws.

With respect to the Board, a consensus or modified consensus must be achieved by a quorum of Board members to take any action unless otherwise specified in these Bylaws.

Section 3: Mail & Online Voting.

Mail or online voting may be used in the election of Board members and in any other matter specified by the Board. If used, mail or online voting shall be done in accordance with the following procedures:

- A. Ballots shall be sent to all Regular members in good standing and the date of the postmark or sent/posted date of the email or other online communication shall be day number one (1).
- B. The vote notice shall state clearly that it must be returned to the Organization office within ten (10) days after day number one (1) in order to be counted. In the case of mailed ballots, the return postmark date must fall within the ten (10) days after day number one and must be received by 5:00 PM on day ten (10). In the case of online voting, the time stamp of the email or other online communication must fall within the ten (10) days after day number one but before 5:01 PM on day ten (10).
- C. Votes not returned by 5:00 PM on day ten (10) days shall not be counted.

Section 4: Proxy.

Proxy voting shall not be permitted in the conduct of the business of the Organization.

ARTICLE V
BOARD OF DIRECTORS

Section 1: Composition.

Directors. The Organization's Regular Board of Directors shall be a volunteer Board of independent outside directors consisting of seven (7) Directors selected from among the Regular members of the Organization.

All Directors shall serve a two (2) year term. All Directors shall serve until their successors are elected and qualified. No Director shall serve more than three consecutive terms. A regular term of two (2) years must pass before a term-limited Director may reapply for a Board position, unless it is waived by a unanimous vote of all other Directors.

The composition of the Board shall represent a diverse spectrum of the variety of businesses within the Regular membership. Ideally, the Board would include representatives from the following sectors:

- A. Lodging
- B. Retail
- C. Restaurant
- D. Recreation
- E. Service (impacted by tourism)
- F. Nonprofit (impacted by tourism)
- G. City of Ouray

Alternate Members. The Board may appoint up to two (2) Alternate Members of the Board to serve in the absence of Directors of the Board, or to serve when a standing Director must recuse themselves due to a disclosed conflict of interest. In these situations, Alternate Members shall have the same power and authority as Directors.

Alternate Members of the Board shall serve a one (1) year term. This term may be extended by a quorum of Directors but shall not exceed six (6) consecutive years.

Section 2: Power and Authority.

The government and policy-making responsibilities of the Organization shall be vested in the Board of Directors, which shall oversee its property, finances and all affairs.

Section 3: Election of Board Members.

- A. The Nominating Committee Chair will assemble the Nominating Committee prior to October 31 of the current calendar year. Said committee shall create a list of potential nominees out of the Regular membership in good standing. Nominees must confirm their desire and commitment to serve on the Board.
- B. Before October 31 of the current calendar year, the Secretary or Executive Director shall send a letter or email to the Regular membership that announces the start of the open nomination session for Board positions and a description of Board terms of service and responsibilities.
- C. During the open nomination session, Regular members have the right to write-in the name of additional nominees, who must be Regular members in good standing and have confirmed their

desire and commitment to serve on the Board. A name proposed in this fashion must be supported by at least ten (10) Regular members of the Organization, via a single petition with at least ten (10) signatures or via multiple write-in nominations. The Nominating Committee shall determine whether the write-in complies with this section. Any such determination shall be final.

- D. All write-in nominations must be received by the Secretary or Executive Director with the necessary support by 5:00 PM on the tenth (10th) day following the send date of the nominations notice.
- E. If no write-in nominations are received, the number of nominees on the slate proposed by the Nominating Committee shall constitute the upcoming year's Board nominations.
- F. If the number of nominees does not exceed the number of positions vacant, the persons nominated shall be declared elected by the Board at their next meeting.
- G. If the number of candidates nominated by the Committee or by write-in exceeds the number of vacant positions, the names of the candidates shall be placed on a ballot in alphabetical order with instructions to vote for the number of candidates for which there are vacant positions. The Secretary or Executive Director shall mail or email this ballot to all regular members in good standing within five (5) days after the close of the period for write-in nominations. Ballots shall be returned to the office of the Organization following the voting procedures outlined in Article IV.
- H. Ballot votes will be counted by the Executive Director and a representative of the Nominating Committee at 5:01 PM on day ten (10). In the event a member of the Nominating Committee cannot attend the vote counting meeting, a member of the Organization Board or other Regular member in good standing shall take that absent committee member's place. No Board or Regular member that is listed on the ballot may be a part of the counting process.
- I. In the event of a tie vote, a tie-breaker ballot will be sent out to break the tie according to the voting procedures outlined in Article IV

Section 4: Seating New Board Members.

All newly elected Board members shall be seated effective January 1 of the upcoming calendar year and shall continue to serve until December 31 of the second following calendar year, or until successors are seated.

Section 5: Board Code of Conduct

- A. Board members agree to make decisions that uphold and support the Organization's mission and vision via consensus building and collaboration. Board members recognize that when they are elected to the Board their relationship to the Organization shifts from Regular member to Official, from outsider to insider, from critic to representative and from single issue focus to mission- and vision-directed decision maker.
- B. Board members agree to principles of proper conduct, which include, but are not limited to: dependability, patience, ethical principles, attentive listening, modeling professional manners, preparation and integrity.
- C. Board members will disclose any conflicts of interest and recuse themselves prior to a Board decision. Conflict of interest is defined as having a substantial personal or financial interest, direct

or indirect, other than the common interest of the Organization on any issue upon which the Board as a whole will be asked to decide.

Section 6: Board Member Removal

A Board member may be removed by either written notice of resignation or by a unanimous vote of the remaining Board members for the following reasons:

- A. Missed Board meetings. Any member of the Board who misses two (2) consecutive meetings may be removed from office.
- B. Unacceptable Conduct. This includes, but is not limited to: displaying antagonism, speaking rudely or recklessly, spreading rumors, inciting divisiveness or breaking the confidentiality of Executive Sessions.
- C. Delinquency of dues, as defined in Article II, Section 4, Item B.

Section 7: Vacancies.

Any vacancy on the Board which occurs because of resignation, removal or other reason shall be filled by the Board at its next meeting with a Regular member of their choosing. Ideally, this Board member would represent the same sector as that held by the vacant seat.

Section 8: Management

The Board oversees the position of the Executive Director, who serves at the leisure of the Board and is responsible for the day-to-day operations of the Organization. All Organization staff and contractors report to the Executive Director.

The Board President is the designated spokesperson for the Board. The Executive Director is the spokesperson for Organizational operations.

ARTICLE VI
OFFICERS

Section 1: Selection.

At its annual planning meeting each year, the Board shall select a President, Vice President, Secretary, and Treasurer from its Directors and such other officers and committee chairs as it deems necessary or appropriate from its members. Such officers shall serve for one (1) year or until their successors are selected.

Section 2: Duties of Officers.

- A. President. The President shall preside at all meetings of the Board and Membership and at such other times as are appropriate. The President shall call meetings of the Board whenever deemed advisable. The President has the authority to:
1. Communicate to the Organization membership all matters of interest to them with regard to the operation and activities of the Organization.
 2. Sign all notes, obligations, contracts, payments and other papers on behalf of the Organization.
 3. Perform such other duties as are necessary or beneficial to the operation of the Organization.
 4. Delegate these duties to other Officers or the Executive Director as they deem appropriate.
- B. Vice President. In the absence of the President, the Vice President shall perform the duties and exercise the responsibilities of the President.
- C. Secretary. The Secretary shall:
1. Make and retain detailed and complete minutes of all meetings of the Board and membership.
 2. Oversee the sending of notices of special meetings and all other notices required to be sent out by these Bylaws.
 3. Ensure that the Organization's cloud-based archive containing the minutes of the meetings of the Board and membership is up to date and complete for their term.
 4. Designate another Board member to perform the Secretary duties at meetings they cannot attend.
- D. Treasurer. The Treasurer shall have oversight over Staff to perform the following duties:
1. Keep detailed and accurate records of all financial transactions of the Organization
 2. Collect and deposit or invest all dues, fees, and other monies received by the Organization
 3. Prepare checks as authorized by the Board.
 4. Ensure that there are two authorized signatures on all checks, one of which will belong to the Executive Director, Board President or Treasurer.
 5. Present monthly financial reports and quarterly budget reports.
 6. Develop the Organization's upcoming budget with the Executive Director.

The Board may, at its discretion, require that the Treasurer, or Staff performing financial responsibilities, be bonded by a reliable surety company in such amount as it may be fixed by the Board, the cost of which bond shall be borne by the Organization.

ARTICLE VII
CONFLICT OF INTEREST POLICY

Whenever a Director has a financial or personal interest in any matter coming before the Board, the Board shall ensure that:

1. The interest of such Director is fully disclosed to the Board.
2. No interested Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board at which such matter is voted upon.
3. Any transaction in which a Director has a financial or personal interest shall be duly approved by members of the Board not so interested or connected as being in the best interests of the organization.
4. Payments to the interested Director shall be reasonable and shall not exceed fair market value.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE VIII
INDEMNIFICATION

All officers, Directors and employees of the Organization shall be indemnified by the Organization for all acts performed within the scope of their employment by, or service to, the Organization to the fullest extent permitted under Colorado law.

ARTICLE IX COMMITTEES

Section 1: Appointment.

The Board shall establish such regular or ad hoc committees, at such times and under such conditions, as it deems appropriate. Subject to the Board's approval, the President shall appoint the Chairperson of each committee as well as the members who will serve on each committee. Membership on any committee shall be at the pleasure of the President unless a specific term of membership has previously been established by these bylaws or the Board. All committees shall have such duties, responsibilities and authority as these Bylaws or the Board may direct.

Section 2: Grievance Committee.

A Grievance Committee made up of three Regular members of the Organization in good standing shall be elected to one (1) year terms by a quorum of Regular members at the annual meeting. Nominations shall be taken from the floor. The three persons receiving the greatest number of votes shall be elected. No member of the Board shall sit on the Grievance Committee.

In the event a Grievance Committee has not been established pursuant to this Section, then the Board may establish an ad-hoc Grievance Committee pursuant to the method described in Article VIII, Section 1, which shall serve until the next annual meeting.

The Grievance Committee shall investigate and advise action on formal grievance complaints between Organization members, including all instances where a grievance includes a recommendation for termination of membership.

Any grievance situation shall follow the following procedure:

- A. **Informal Resolution:** A complaint is raised by a member in good standing against another member to the Executive Director. The Executive Director shall pursue all reasonable avenues to bring the situation to a mutually agreeable informal resolution.
- B. In the event that an informal resolution is not successful, the member may file a formal grievance in writing with documentation to the attention of the Executive Director. The Executive Director will notify the other member named in the grievance in writing that a formal grievance has been submitted. The Executive Director will also notify the Board that a formal grievance has been submitted. The Executive Director will pass the formal grievance and documentation along to the standing Grievance Committee for investigation. The Grievance Committee shall afford the member against whom charges have been made the opportunity to respond to the charges and to provide information in the member's defense. Following its investigation, the Grievance Committee shall report to the Board its recommended action along with its reasons supporting the recommendation. The investigation and recommendation shall be delivered to the Board within 30 calendar days of receiving the formal grievance.
- C. At the Board meeting following the receipt of recommendation, the Board shall determine final action by consensus or modified consensus. The Board may rely on, but is not bound by, the recommendation of the Grievance Committee.

Section 3: Nominating Committee.

A Nominating Committee shall be formed annually and chaired by a Board member who shall be appointed at the annual planning meeting of the Board. The Nominating Committee will consist of at least three but no more than five Regular members including:

1. At least one Board member, including but not limited to the Chair of the Nominating Committee
2. At least one Regular member in good standing.

Any Board member serving as Chair or other member of the Nominating Committee shall not be an eligible nominee on the ballot for the current election.

Section 4: Limitation on Authority.

No action by any member, committee, employee, Director, or Officer shall be binding upon, or constitute an expression of, the policy of the Organization until it has been approved or ratified by the Board following voting procedures outlined in Article IV, Section 2.

Committees shall be discharged by the President and dissolved when their term is over, when work has been completed and their reports accepted, or when, in the sole discretion of the Board, it is deemed appropriate to discontinue the committee.

ARTICLE X
FINANCES

Section 1: Funds.

All money paid to, or received by, the Organization shall be placed into the appropriate bank accounts for operating and maintaining the Organization's various fund categories and will be managed according to generally accepted nonprofit accounting guidelines.

Section 2: Membership Drive.

An annual drive for membership shall be conducted under the supervision of the Executive Director commencing on or before May 15 1 each year and ending not later than July 31, provided that all funds or pledges received in connection with such drive shall be divided as follows: 50% shall apply to the current fiscal year and 50% shall be held in trust for the upcoming fiscal year.

Section 3: Budget.

The Treasurer will present a preliminary budget for the upcoming fiscal year for Board discussion at the September meeting. The upcoming fiscal year's budget will be adopted by the Board generally during the October meeting, but no later than the December meeting. The annual budget shall be presented to the membership within the annual report submitted at the annual meeting.

Section 4: Disbursements.

Upon approval of the budget, the Executive Director shall be authorized to make disbursements on accounts and expenses provided in the budget without other or further approval of the Board. All disbursements except for disbursements from petty cash shall be by check. The Executive Director shall be authorized to maintain a petty cash fund from which expenses of less than one-hundred dollars (\$100.00) may be paid.

Section 5: Fiscal Year

The Organization's fiscal year shall coincide with the calendar year.

Section 6: Accounting Methods

Accounting will follow the accrual method.

ARTICLE XI
DISSOLUTION

The assets of the corporation shall never inure to the benefit of any member thereof, nor shall any assets or properties be used for the personal benefit of any member or other person other than in pursuit of the objectives herein stated.

Should the corporation dissolve, all assets and property remaining after meeting the obligations of said corporation shall be donated to a similar nonprofit organization having objectives compatible with the nature of said assets and properties.

ARTICLE XII
AMENDMENTS

Section 1: Regular Evaluation.

A thorough evaluation of the current Bylaws shall be made no less frequently than every three years by the Board of Directors.

After said evaluation, any proposed amendments to the Bylaws shall be presented to the Regular membership in order to bring the Bylaws up to date.

CERTIFICATE

I hereby certify that the foregoing Bylaws constitute the Bylaws of the Organization, consolidating all previous amendments as of May 31, 2019, and were adopted and approved by the Board of Directors of the Organization on June 19, 2019.

(Signature):

A handwritten signature in cursive script, reading "Patricia Biolchini", written over a horizontal line.

June 19, 2019

Patricia Biolchini

Secretary, Ouray Tourism Office