

# By-Laws of the Morgan County Economic Development Corporation

## Article I

### Name

The organization is incorporated under the laws of the State of Colorado and known as the Morgan County Economic Development Corporation 501(C)(6).

## Article II

### Terms of Existence

The period of existence of this Corporation shall be perpetual.

## Article III

### Objects and Purposes

The nature of this corporation and purpose for which it was organized is not for profit but for the purpose of furthering the economic development in Morgan County, Colorado, and the various cities and towns located therein and promoting and assisting the business concerns in Morgan County, Colorado. The primary objective of this corporation shall be to benefit the county as measured by increased employment, payroll, business, volume, and corresponding factors rather than monetary profit to the corporation or its members. The net earnings of the corporation if any, shall be used exclusively to further promote, foster, develop, and encourage the growth and development of such business concerns in Morgan County, its communities, and environs.

## Article IV

### Members

**Section 1. Eligibility for Membership.** Membership in the Corporation shall be open to all interested persons who are residents of Morgan County or who work or otherwise have a business presence in Morgan County and to all businesses and other organizations or entities (including governmental bodies and entities) that have offices or places of business in Morgan County. All member other than natural persons shall designate a single representative authorized to vote on behalf of such member.

**Section 2. Classes of Membership.** There shall be three (3) classes of members in the corporation, namely A, B and C. A. Class A membership shall consist of the County of Morgan, Colorado, acting by and through its Board of County Commissioners. B. Class B membership shall consist of the City of Brush, Colorado, the City of Fort Morgan, Colorado, and the Town of Wiggins, Colorado, acting by and through the City Councils. Class B membership shall always be made up of the three (3) largest municipalities in Morgan County, Colorado. C. Class C membership shall consist of any individual firm, partnership, association, corporation, or estate having interest in doing business in Morgan County, Colorado.

The Board of Directors may establish as many membership classifications as it may deem appropriate, and revise such classifications from time to time so long as no such change reduces the membership benefits of any class during a year for which fees have already been collected.

**Section 3. Rules and Payment of Investment.** All members of the Corporation shall be required to agree to abide by these bylaws and such membership rules as may be adopted by the Board of Directors from time to time and to pay such annual dues as are established for their classification of membership by the Board of Directors. Investments shall be payable within thirty days of the mailing of the statement. The Board of Directors may, but shall not be required to, grant a grace period during which renewing members may pay their investment without lapse in their membership. Members shall not be considered to be in good standing during any period of time during which they are delinquent in payment of dues or in violation of these bylaws or the membership rules.

Each member shall have one vote per established investment in such matters as are to be decided by a vote of the membership only upon the payment of the established investment.

## Article V

### Board of Directors

**Section 1. In General** The affairs of the Corporation shall be managed, controlled and conducted by, and under the supervision of the Board of Directors, subject to the provisions of the Articles and these bylaws. The Board of Directors shall have thirteen (13)

members. One director shall be appointed by the Class A member. One director shall be appointed from each of the Class B members. Nine directors shall be elected pursuant to the provisions of Sections 2 and 3 of this Article V, and shall be elected from Class C members. These nine directors will come from the following areas:

- Three (3) from the City of Brush
- Three (3) from the City of Fort Morgan
- One (1) from the Town of Wiggins
- Two (2) from Morgan County at Large

The nominees shall either live, work, or own a business in the area where they are nominated.

If one area does not get enough nominations to meet the allotted number of directors the balance will come from the county at large.

The Board of Directors shall have the right to increase or decrease the number of Directors from time to time so long as the number of Directors is no fewer than nine and no more than thirteen.

Each Director shall have one (1) vote on the Board.

Directors, as such, shall not receive any salaries/compensation for their services.

**Section 2. Terms of Service.** The director appointed by the Classification A member shall serve a one-year term and can be re-appointed for up to 6 years. The directors appointed by the Classification B members shall serve a one-year term and can be re-appointed for up to 6 years. The directors elected from the Classification C members shall serve three-year terms. No director from any Class shall serve more than 6 consecutive years on the board.

If a member is appointed to fill a vacancy in the Board of Directors, that time shall not count against the maximum six year term.

**Section 3. Confidentiality Agreement.** Each director shall execute and be bound by a confidentiality agreement.

All meetings of the Board of Directors are confidential and shall not constitute public meetings. Guests or resource persons may be invited only with prior approval of the Board of Directors or Executive Director. All meeting minutes and notes are to be distributed to the Board of Directors members only and are not for public distribution.

**Section 4. Nominating Committee.** A nominating committee of not less than three board members, which includes the President or Vice President, shall be appointed by the President, whose duty it shall be to nominate from the Class C Members in good standing candidates to fill vacancies on the board. Said committee shall be appointed no later than the December board meeting and shall present a list of nominees recommended to the Board of Director's meeting for their approval.

Upon approval of the nominee list the nominees will be asked for a short letter regarding their qualifications and reason for running for the Board of Directors.

Upon approval of the nominees by the Board of Directors and receipt of the nominees letter, the Executive Director shall mail or email to all members of the Corporation an official ballot containing the names of the nominees and their letters. The members shall have at least 10 days to mail their completed ballots to MCEDC.

**Section 5. Election** Election of membership classification C Directors may be voted on by eligible members from that classification by one of two options as determined by the Board of Directors: (1) Email or Mail-in-ballots prior to the annual meeting or (2) ballots cast in person at the annual meeting. Directors will be elected by a majority of the ballots cast for each term of office representing an incorporated entity or county at large. In the case of a tie, a majority vote of the Board of Directors will break the tie.

The ballots shall be counted by the MCEDC staff and confirmed by panel of three judges, appointed by the President, who are not members of the Board of Directors or Candidates for election as such to have supervision of the election and the counting of the ballots.

**Section 6. Absence** Any director who shall have two (2) unexcused absences from regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors, and the vacancy shall be filled as provided by these Bylaws; provided, however, the Board of Directors may consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

**Section 7. Removal** A member of the Board of Directors may be removed from the board upon recommendation for just cause as determined by two-thirds majority vote of the Board of Directors.

**Section 8. Vacancies** In the case of any vacancy on the Board of Directors through death, resignation, disqualification, or any other cause except by expiration of their term, a successor shall be appointed or elected by the MCEDC Board of Directors to hold office for the un-expired portion of the term. The successor, if possible, shall be selected from the incorporated entity which has been vacated.

## **Article VI**

### **Ex-officio Directors**

Ex-officio Directors, who are non-voting members of the Board, may be appointed/nominated by any Executive Board member and approved by a majority vote of the Board of Directors. Ex-officio Directors are appointed in recognition of their service to the MCEDC and community, and act as counselors to the organization.

## **Article VII**

### **Officers**

Only membership classification C members can hold an officer position on the board. The officers of this corporation shall be chosen by the Directors and shall be President, Vice President, and Treasurer and such other officers as the Board of Directors may from time to time deem advisable. All Officers must be Directors. The Board of Directors may fix the powers and duties of any officers not specifically provided herein.

The officers of this corporation shall be elected and hold their respective offices until the next succeeding annual meeting of the membership of the corporation and thereafter until their successors have been elected and shall have qualified, unless sooner replaced. Any officer may be removed at any time by the Board with or without cause. In case of the death, disqualification, absence or inability to act of any officer of the corporation or for any other reason the Board may deem sufficient, the Board may delegate for the time being the powers, duties or any of them, of any such officer or to any Director.

The Board of Directors may fill all vacancies in any office of this corporation, the person so elected to fill any such vacancy to hold office for the un-expired term in respect to which such vacancy occurs.

The President shall be the Chief Executive Officer of the corporation and shall preside at all meetings of the Board of Directors. He shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute all contracts or instruments requiring the seal of the corporation and shall have the general powers and duties usually vested in the Office of the President of a corporation and shall have such other powers and perform other such duties as the Board of Directors may from time to time prescribe.

In case of death, disqualification, absence or incapacity of the president, the Vice-President shall have all the powers and perform all the duties of the President, and at other times have such of the powers and perform such of the duties of the President as the Board of Directors may from time to time determine.

The Treasurer shall review the books and records, receipts, and disbursements of the Corporation as maintained by the MCEDC Executive Director and/or staff; and shall cause the MCEDC Executive Director to provide a monthly financial report the Board of Directors. The Treasurer shall report the financial condition, total yearly receipts, and disbursements to the full membership at the regularly scheduled annual meeting. The Treasurer shall perform other such duties as may be requested by the Board of Directors.

## **Article VIII**

### **Executive Director**

The Board of Directors may appoint an Executive Director who shall be the Chief Operating Officer of the Corporation. The Executive Director shall have management of the property, business, and affairs of the corporation and shall perform such functions and duties as may be delegated to him/her by the Board of Directors. The Board shall fix the compensation for his/her services.

He/She shall be an ex-officio member of all committees of the corporation.

## **Article IX**

### **Powers**

The corporation is authorized and empowered to do all things necessary to carry on and accomplish the purpose for which it is organized, including the authority and power to:

1. Enter into, make, and perform contracts for every kind and description.
2. Borrow and raise monies for any of the purposes of the corporation from time to time without limit as to amount, to draw, make, accept, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance, or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.
3. Lend to any person, firm, or corporation any of its funds either with or without security.
4. Purchase, hold, sell and transfer, construct, convert, or expand plant facilities, building and property and improvements of any kind or nature, for lease or for sale.
5. Promote and assist the growth and development of the small business concerns and others.
6. Have one or more officers to carry on all or any of its operations and business, and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description.
7. Have and exercise all or any of the rights, powers, and perogatives granted to corporations by the laws of the State of Colorado and to do everything necessary, proper, or advisable for the accomplishment of any of the above purposes or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or associated with others, and incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same not be inconsistent with the laws of the State of Colorado.

## **Article X**

### **Principal Office**

The principal office of the corporation shall be located in Morgan County, Colorado and part or all of the business of the corporation may be carried on beyond the limits of Morgan County, Colorado of the State of Colorado. The corporation may have other offices in other cities in Morgan County, Colorado.

## **Article XI**

### **Meetings**

The Board of Directors shall meet at least monthly.

Written Notice of the time and place of meeting shall be given at least five days prior to the meeting, but failure to send such notice shall not invalidate such meeting. Special meetings may be called by the President, or any directors, at any time. Written notice of special meetings should be provided to Board Members in a timely fashion.

At the meetings of the Board of Directors, a quorum sufficient for the transaction of business shall consist of a majority of the Directors. Director or Directors thereat shall have the power to adjourn the meeting from day to day without notice, other than the announcement at the meeting, until a quorum shall be present.

The proceedings of all meetings of MCEDC shall be conducted in accordance with the latest edition of Robert's Rules of Order revised, except where those rules are in conflict with the By-laws.

**Annual Membership Meeting**

An Annual Meeting for the Board of Directors and members of the MCEDC shall be held within the first quarter of the following year.

Members and Directors meetings may be held beyond the limits of this state at such time and at such places as the Board of Directors shall by resolution designate.

**Article XII****Corporate Seal**

The Corporate Seal of this Corporation shall have engraved thereon: Morgan County Economic Development Corporation

**Article XIII**

The fiscal year shall be from January first to December thirty-first.

**Article XIV**

These By-Laws may be amended by two-thirds majority vote of the Board of Directors.

**Article XV****Advisory Council**

The MCEDC Advisory Council shall act as a public/private sector support group within Morgan County for the elected Board of Directors providing assistance with: marketing the MCEDC; prospect identification; provision of resources and assistance in attracting new or retaining existing business, the identification and mobilization of private sector financial and volunteer support services for benefit of MCEDC, identifying existing business which may need assistance, to help gather data and pertinent information on Morgan County; and to share pertinent information about their town or city which relates to economic development and such other duties or tasks of an advisory or support nature as may be requested by the MCEDC Board of Directors.

The Advisory Council shall consist of one individual from the participating municipalities which will be appointed by their own local Board of Trustees (Councilmen). The MCEDC Board may adjust the number of Advisory Council members in order to better provide support services for the MCEDC organization. Appointments to the Advisory Council shall be for one year terms.

The Advisory Council shall meet as scheduled by the MCEDC Board of Directors.

Quorums. At a duly called Advisory Council meeting, the presence of a simple majority of Council members shall constitute a quorum. Resignations. Any Advisory Committee Member may resign upon giving written notice to the President of the MCEDC.

The Advisory Council shall acknowledge and support the principles, action plans, goals, mission, structure, and confidentiality restrictions contained in the MCEDC By-Laws.