

Agenda

embrace northern colorado

Board of Directors

January 11, 2010
4:00 p.m. – 5:30 p.m.
UNC Center at Centerra
2915 Rocky Mountain Avenue
Loveland, CO

- | | |
|----------------------------------------------------------|--------|
| A. Introductions & Guests | 05 Min |
| B. Welcome New Board Members | 05 Min |
| C. Approval of Minutes (December 14, 2009) | 05 Min |
| D. Bylaw Change – Co-Chairs | 05 Min |
| E. Board Nominations | 10 Min |
| a. Nominee List | |
| b. Appointments | |
| F. Board Contributions and Vesting (Milewski/Swanson) | 10 Min |
| G. Budget & Financials | 10 Min |
| a. Income/Expense – December 31, 2009 | |
| b. Donor Report (Vaad/Geile) | |
| c. CFNC Report (Daggett) | |
| d. CDOT Funds (OMB action pending) | |
| e. Vesting Status | |
| H. Discuss Formalizing Fundraising Campaign Organization | 30 Min |
| a. Campaign Committee Chair | |
| b. Divisional Chairs (Individual, Corporate, Foundation) | |
| c. Team Captains | |
| d. Solicitors | |
| I. Project Status: | 05 Min |
| a. Social Networking Study | |

- b. Quality of Life Indicators Report
 - c. Web Portal Project/Website
 - d. Baseline Trend Analysis
- J. Other Business 05 Min
- K. Adjourn

Next Meeting Scheduled – February 8, 2010 4:00 – 5:30 p.m.

**4:00 p.m. – 5:30 p.m.
UNC Center at Centerra
2915 Rocky Mountain Avenue
Loveland, CO**

embrace northern colorado

choosing our future

Members & Board of Directors Meeting Summary

December 14, 2009

4:00 p.m. – 5:30 p.m.

UNC Center

2915 Rocky Mountain Avenue

Loveland, CO

Members Present:

Kim Larson

Mike Geile

Ed Goodman

Glenn Vaad

John Coppom

Dave Edwards

Members Absent:

Teresa Tellechea

Rocky Scott

Milan Karspeck

Gordon Thibedeau

John Kefalas

Angela Milewski

Louis Swanson

Bill Kaufman

Staff Present:

John Daggett

Guests:

Call to Order

The meeting was called to order at 4:00 p.m. by Glenn Vaad.

Approval of Minutes

John Coppom moved and Milan Karspeck seconded a motion to approve the minutes from the October 19th meeting. The minutes were approved unanimously.

Nomination & Election of Officers

John Coppom explained that he and Angela Milewski contacted all Board members to assess their interest in serving as officers of the corporation. He explained that many felt that they were too new to the organization to tackle the job of being an officer, but were supportive of those who did.

embrace northern colorado

Board of Directors Meeting Summary

December 14, 2009

No one wanted to run for chair, but both Swanson and Milewski were willing to assume the responsibilities of the position if they had help and both were willing to serve as Co-Chairs of Embrace Northern Colorado. The Board discussed the pros and cons of having Co-Chairs. It was unanimously agreed that co-chairs was a workable solution and could prove to be advantageous to the organization. Members felt it was important that the two develop a working partnership and an understanding how they would handle making decisions and sharing responsibilities.

Coppom reported that Vaad had indicated that he would accept the nomination for Vice Chair. Vaad acknowledged he was willing to serve in that capacity, but reminded the group that he would be somewhat unavailable during the legislative session which runs from January 13th through mid May.

Coppom volunteered to serve as Treasurer and Karspeck had previously agreed to serve as Secretary for another one-year term.

Edwards moved and Coppom seconded a motion to elect the five candidates. The motion passed unanimously. The 2010 Executive Committee (corporate officers) for Embrace Northern Colorado is:

Co-Chair	Angela Milewski
Co-Chair	Louis Swanson
Vice Chair	Glenn Vaad
Secretary	Milan Karspeck
Treasurer	John Coppom

Board Nominations

Daggett reported that Gordon Thibedeau had enthusiastically accepted his appointment to the Board, but explained that Thibedeau is already committed on the third Monday of the month at 4:00 p.m. Daggett explained the results of the Board survey taken in December that indicated that the 2nd Monday would work for all members. The Board acknowledged the results and set the next meeting for January 11th and subsequent meetings for the 2nd Monday of the month through 2010.

The Board also discussed the status of Bill Kaufman. Daggett explained that Swanson had attempted to reach Kaufman on several occasions, but had not successfully communicated with him about his seat. Several members expressed their appreciation for the role Kaufman had played in serving as Embrace Northern Colorado's first chair.

Members discussed whether Kaufman could support Embrace Northern Colorado better as a member, an ex-officio member or as a non-member. Daggett and Vaad volunteered to try to reach Kaufman after the holidays to assess his interests.

Daggett reminded the group that if Kaufman chose not to continue on the Board there would be a seat remaining to be filled. He recommended that the seat be filled with a Weld County resident in the interest of balance on the Board. The Board concurred.

Budget & Financials

Daggett reported that as of November 30, 2009 Embrace Northern Colorado had \$1,885 cash on hand, \$8,000 provided YTD in in-kind and pro bono services with ongoing commitments of approximately \$29,000/year, and a \$200,000 executed federal grant contract which is pending for lack of cash match.

Edwards noted and Daggett confirmed that Embrace Northern Colorado needed to begin expending the federal funds within the next several months or lose them. Daggett shared a conversation with CDOT he had in early December and explained that it was likely that the \$200,000 in federal funds would be “at risk” beginning in February 2010 if Embrace Northern Colorado had not begun expending the money. Daggett explained that the contract ties a majority of eligible expenses to salary and that the Board would need to hire staff in some capacity in order to begin incurring contract eligible expenses.

Vaad reported that one donor contribution is pending and that others have been identified and would be approached soon. Geile concurred and agreed to help Vaad “follow up” with potential donors.

Board members had an extensive conversation about fundraising and the need to pursue cash resources in the near-term. Larson expressed some concern that the available time frame for the use of federal funds was very short and that raising cash resources would be difficult in such a short period. The Board agreed that action was urgent and that they would need to plan and act at their January meeting.

The Board discussed the joint meeting with the community foundations. Most felt that the meeting was very positive and that progress had been made getting the three organizations focused on regional issues. Daggett reported that the community foundation Boards would meet later in the week and said he would follow up with the foundation Presidents.

Vaad asked whether it was likely that there might be some financial contribution from the foundations, explaining that it would make other donors more likely to contribute. Daggett and Edwards said they were cautiously optimistic, but Daggett felt the Board would likely need to produce additional funds, not unlike the federal match requirement.

Larson asked whether the Board had been approached about contributing. Daggett said that the original members had contributed in 2009 to the organization through individual “vesting”. The Board suggested that the co-chairs encourage each board member make an annual financial (cash) gift that was meaningful and significant by their own standard and on top of any other fundraising they would be engaged in.

Edwards asked Daggett to clarify his position stating that there was some confusion over the status of his contract with Embrace Northern Colorado and that there was some concern that resources were being obligated under the contract leaving reduced resources for the coming year.

Daggett explained that the personnel contract had been approved by the Board, that the Board had offered the Executive Director position and he was operating in good faith that resources could be found to execute the contract. He also explained that no resources were being obligated in advance of the contract's execution and that his time commitment to date was purely voluntary although he hoped that some acknowledgement of his effort might be recognized by the Board.

Daggett also reported that the federal government would allow the volunteer time to be used as match for the federal funds.

Project Status

Daggett explained that most of the preparatory work for the projects had been completed to the degree possible without resource. He explained that initial planning was complete for the social networking study and that a team had been identified to complete the work. He reported that research was complete on a quality of life indicators report, but that a public process and the Initiating Committee would be required to guide and complete the effort.

Daggett explained that a request for proposals had been written for the web portal project and a preferred vendor identified. He hoped that project could be launched quickly after operating cash resources were secured. Daggett also explained that a baseline trend analysis would need to wait until the completion of the indicators project because many of the needed metrics would be produced during that initial project and then expanded during the trends effort.

Daggett also stated that many improvements had been made to the organization's website and encouraged members to visit it and become familiar with the many resources that reside there.

Adjourn

After extensive wishes for happy holidays, the meeting was adjourned at 5:40 p.m.

Agenda Item Summary	Item: D
	Date: January 11, 2010
Embrace Northern Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

embrace northern colorado™ Bylaw Amendments, & Board Members

Recommendation:

Staff recommends adoption of the amendments to the **embrace northern colorado** Bylaws.

Executive Summary:

At the Board meetings in December 2009, the **embrace northern colorado** Board passed motions requiring amendments to its Bylaws. Board members stated they desired to establish two (02) Co – Chair positions on the Executive Committee replacing a single Chairman.

Amendments to the bylaws are attached have been prepared to make those changes to the Bylaws.

**RESOLUTION NO. 2010-01
OF THE GOVERNING BOARD OF embrace northern colorado
ADOPTING AMENDED BYLAWS**

WHEREAS, the Governing Board of embrace northern colorado (the "Board") is required to formally adopt a set of Bylaws for it to operate as a non profit corporation in the state of Colorado; and

WHEREAS, the Board is desirous of defining clear and unambiguous methods of governance, membership, operation, and decision making; and

WHEREAS, the Board is desirous of amending its current Bylaws; and

WHEREAS, the members of the Board have agreed to the content of an amendment to its set of Bylaws;

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BOARD OF embrace northern colorado, that:

SECTION 1. Numerous references in the Bylaws change the "Chairman" officer position to "Co-Chair" positions.

SECTION 2. The registered agent address has changed from 419 Canyon Avenue, Fort Collins, CO 80521 to 748 Whalers Way, Fort Collins, CO 80525.

SECTION 2. The Board hereby adopts the aforementioned amendment to its Bylaws.

Passed and adopted at the regular meeting of the Governing Board of embrace northern colorado this 11th day of January, A.D., 2010.

Co-Chair

ATTEST:

Secretary

BYLAWS
OF
EMBRACE COLORADO
A COLORADO NONPROFIT CORPORATION

ARTICLE I

NAME, REGISTERED OFFICE, AND REGISTERED AGENT

Section 1. Name. The name of this corporation is EMBRACE COLORADO, a Colorado nonprofit corporation (hereinafter the "Corporation").

Section 2. Purpose. The Corporation is organized as, and shall be a nonprofit corporation organized and operated exclusively for and within the meaning of the exempt purposes of section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, and for those purposes allowed under Colorado Revised Statutes, specifically including, without limitation, address the challenges of the rapidly growing region of Northern Colorado and assist citizens, businesses, and policy makers to develop a thoughtful approach to growth without losing what is unique about the nature and fabric of Northern Colorado and its communities, defining critical public development issues in Northern Colorado through visioning and collaboration; promoting and encouraging the use of innovative approaches to solve important land use and transportation issues; facilitating the cooperative effort of local community leaders and institutions and public leaders and agencies to develop new solutions to existing and emerging development, economic, mobility, and infrastructure problems; conducting related research with respect to critical issues and disseminating the findings of such research; and developing the leadership talents and abilities of emerging leaders in Northern Colorado. The Corporation is not organized for pecuniary profit, and no dividends, distributions or earnings derived from the foregoing purposes shall be paid to or inure to the benefit of any trustee, officer or agent of the Corporation.

Section 3. Registered Office and Registered Agent. The address of the registered office of the Corporation is: 748 Whalers Way, Fort Collins, CO 80525.

The name of the initial registered agent of the Corporation at the following address is John Daggett, 748 Whalers Way, Fort Collins, CO 80525.

The Governing Board of Trustees of the Corporation (hereinafter "Governing Board") shall designate and the Corporation shall maintain a registered office. The location of the registered office may be changed by the Governing Board. The Corporation *may* also have offices in such other places as the Governing Board *may* from time to time designate.

ARTICLE II

MEMBERS

Section 1. Classification, qualification and election of members. The Corporation shall have one class of voting members. The initial members of the Corporation are as follows:

William Kaufman

Glen Vaad

Milan Karspeck

Tom Selders

Ed Stark

Louis Swanson

New members of the Corporation may be elected to membership at any time by the majority vote of the Governing Board, or selected in such other manner as may be designated by the Governing Board.

Section 2. Initiation Fees and Dues. The Governing Board may establish such membership initiation fees, periodic dues and other assessments, and such other rules and procedures for the manner and method of payment, the collection of delinquent dues and assessment and the proration or refund of dues and assessments in appropriate cases as the Governing Board shall deem necessary or appropriate.

Section 3. Suspension and Termination of Membership. A member who fails to pay any dues or other assessment within ten (10) days after written notice of such failure to pay is delivered to such member shall be automatically suspended from membership until all such dues and assessments are fully paid, at which time such member shall be automatically reinstated. The Governing Board, by a majority vote of all members of the Governing Board, may suspend or expel any member for cause. Any member who is suspended *by* a vote of the Governing Board shall remain so until reinstated *by* a majority *vote* of all members of the Governing Board entitled to vote thereon. During any period

of the suspension a member shall not be entitled to exercise the rights and privileges of membership.

Section 4. Transfer of Membership. Membership in the Corporation is not transferable. Members shall have no ownership rights or beneficial interests of any kind in any of the assets of the Corporation.

Section 5. Annual Meeting of Members. An annual meeting of the members shall be held during the month of June at the time and place, either within or outside the State of Colorado, determined by the Governing Board, for the purpose of electing trustees and for the transaction of such other business as may come before the meeting. If the election of trustees shall not be held on the day designated for the annual meeting of the members, or at any adjournment thereof, the Governing Board shall cause the election to be held at a meeting of the members as soon thereafter as may be conveniently assembled. Failure to hold an annual meeting as required by these Bylaws shall not work a forfeiture or dissolution of the Corporation or invalidate any action taken by the Governing Board or officers of the Corporation.

Section 6. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the Co - Chairs of the Board, or by the Co - Chairs of the Board at the request of members having at least two-thirds (2/3rds) of the votes entitled to be cast at such meetings.

Section 7. Place of Meeting. Each meeting of the members shall be held at such place, either within or outside the State of Colorado, as may be designated in the Notice of Meeting, or, if no place is designated in the Notice, at the registered office of the Corporation in the State of Colorado.

Section 8. Notice of Meeting. Except as otherwise prescribed by statute, written notice of each meeting of the members of the Corporation shall be given to all members of the Corporation not less than ten (10) nor more than fifty (50) days before the date of any meeting, and shall be delivered to the members either personally or by First Class or registered mail or email. Such notice shall set forth the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which such meeting is called. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each member at his address as it appears in the records

of the Corporation, with postage hereon prepaid. Any member may waive notice of *any* meeting before, at or after such meeting. The attendance at *any* meeting of the members, whether in person or by proxy, shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Proxies. At any meeting of the members, a member entitled to vote thereat may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after 6 (six) months from the date of its execution, unless otherwise provided in the proxy.

Section 10. Quorum of Members. Except as otherwise required by the laws of the State of Colorado, the Articles of Incorporation or these Bylaws, five (05) voting members shall constitute a quorum of members entitled to act, and the affirmative vote of a majority of the members at a meeting at which a quorum is present shall be the act of the members. If less than a quorum of the members are represented at the meeting, a majority of the members so represented may adjourn the meeting from time to time for a period not to exceed sixty (60) days at anyone adjournment without further notice other than an announcement of the meeting. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transaction which might have been transacted at the meeting as originally notified.

Section 11. Voting. Each member of the Corporation is entitled to one vote upon each matter submitted to the members of the Corporation at any meeting of the members where a quorum of members is present or represented. The right to vote of any member which is a Corporation or unincorporated association may be exercised by such officer, agent or proxy as the Bylaws, constitution or other governing instrument of such Corporation or Association may prescribe, or, in the absence of such provision, as the governing board of such Corporation or Association may determine.

Section 12. Committee Action without a Meaning. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Corporation entitled to vote with respect of the subject matter thereof. Such

consent (which may be signed in counterparts) shall have the same force in effect as the unanimous vote of the members entitled to vote thereon.

Section 13. Power to Make and Alter Bylaws. The members of the Corporation, at the annual meeting or at a special meeting of the members at which a quorum is present, shall have power to make and alter any Bylaw or Bylaws, including the fixing and altering of the number of trustees.

ARTICLE III

GOVERNING BOARD

Section 1. Number, Appointment, Approval and Term of Trustees. The business, property and affairs of the Corporation shall be managed by a Governing Board composed of not less than five (5) and not more than fifteen (15) trustees. At the organizational meeting of the Corporation, the members of the Governing Board shall be appointed by the initial trustees of the Corporation as identified and named in the Articles of Incorporation of the Corporation. Thereafter, trustees shall be elected by the members of the Corporation entitled to vote thereon at each annual meeting of the members. Each trustee of the Governing Board shall hold office until the next annual meeting, of the members and thereafter until his successor shall have been elected and qualified, or until his earlier death, resignation or removal. Trustees must be eighteen years or older, but need not be residents of the State of Colorado. At least three of the trustees of the Corporation shall also be officers of the Corporation. A minimum of one-third (33%) of trustees shall reside in Weld County and a minimum of one-third (33%) of trustees shall reside in Larimer County, Colorado.

Section 2. Removal. Any trustee, officer or agent of the Corporation may be removed from office, whether with or without cause, as decided upon by a majority of the trustees at any meeting of the Governing Board.

Section 3. Resignation of Trustee. A trustee may resign at any time by delivering written notification thereof to the Co - Chairs of the Governing Board or the Secretary of the Corporation. Resignation shall become effective upon acceptance of said notification by the Governing Board; provided, however, that if the Governing Board has not acted thereon within fifteen (15) days from the date of its delivery, the resignation shall upon the fifteenth day be deemed accepted.

Section 4. Vacancies. Vacancies in the Governing Board, whether resulting from removal, resignation, death, or otherwise, shall be filled by the Governing Board then acting, though less than a quorum, to hold the office of trustee until the next annual meeting or until his successor is duly elected. No reduction of the authorized number of trustees shall have the effect of removing any trustee prior to the expiration of his term.

Section 5. Quorum of Trustees. A majority of the trustees shall constitute a quorum for the transaction of business of the Corporation, but less than a quorum may adjourn any meeting from time to time for a period not to exceed sixty (60) days until a quorum be present, whereupon the meeting may be held, as adjourned, without further notice. At any meeting at which every trustee is present, even though without notice, any business of the Corporation may be transacted.

Section 6. Manner of Acting. At all meetings of the Governing Board, each Trustee shall have one vote. The act of a majority of the trustees present at a meeting, shall be the act of the Governing Board, provided a quorum is present. No trustee may vote or act by proxy at any meeting of the governing board.

Section 7. Informal Action by Governing Board. Any action required to be taken by a meeting of the Governing Board or any action which may be taken at a meeting of the Governing Board, may be taken without a meeting by unanimous consent in writing, setting forth the action so taken, signed by all of the trustees of the Governing Board, and such action shall be valid as though taken at a meeting of the Governing Board.

Section 8. General Powers and Duties. The Governing Board shall have the complete and exclusive care, custody and control of the Corporation's properties and shall be possessed of all powers and privileges available under the laws of the State of Colorado, the Articles of Incorporation and these Bylaws. The entire management of the Corporation, its affairs, its properties and assets, is vested in the Governing Board. The Governing Board shall have the power to fix and pay salaries or other compensation to trustees and officers for personal services actually rendered by them, but such salaries or compensation shall not be in excess of a reasonable allowance for such personal services rendered by such trustee and officers.

Section 9. Delegation of Powers. For any reason deemed sufficient by the Governing Board, whether occasioned by absence or otherwise, the Governing Board

may delegate all or any of the powers and duties of any officer to any other officer or Trustee, but no officer or Trustee shall execute, acknowledge or verify any instrument in more than one capacity.

ARTICLE IV

MEETINGS OF THE GOVERNING BOARD

Section 1. Place of Meeting. Any or all meetings of the Governing Board *may* be held within or outside of the State of Colorado.

Section 2. Annual Meeting of the Governing Board. A meeting of the Governing Board shall be held annually on or at such other date as determined *by* the Governing Board. The place of the annual meeting shall be designated by the Governing Board.

Section 3. Notice of Annual Meeting. Notice of the annual meeting of the Governing Board shall be posted at the registered office of the Corporation at least two (2) days prior to such meetings and shall be mailed to each trustee no less than ten (10) days prior to the date of the annual meeting.

Section 4. Special Meetings of Governing Board. Special meetings of the Governing Board may be called for any purpose by the Co - Chairs or any three (3) or more trustees. The Secretary shall give notice of the time, place and purpose of each special meeting by mailing or emailing the same at least two (2) days before the meeting or by telephoning the same at least one (1) day before the meeting to each Trustee.

Section 5. Meetings by Telephone or Other Electronic Equipment. Trustees may participate in any meeting of the Governing Board by means of conference telephone or other communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 6. Waiver of Notice. Notice of the time, place and purpose of any meeting of the Governing Board may be waived by email, telegram, radiogram, cablegram or other writing, either before or after such meeting has been held.

ARTICLE V

OFFICERS

Section 1. Number. The officers of the Corporation shall be two (02) Co - Chairs of the Board, Vice-Chair, Secretary and Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed *by* the Governing Board. In its discretion, the Governing Board may leave unfilled any office for any such period as it *may* determine.

Section 2. Election and Term of Office. Each office of the Corporation shall be filled *by* a majority vote of the Governing Board. Each officer shall hold office for a term of one (1) year, until his successor shall have been duly elected and qualified, until he shall resign or shall have been removed in the manner hereinafter provided, or until his death.

Section 3. Co - Chair of the Board. The co - Chairs of the Governing Board shall be selected by and from the trustees of the Corporation. The Co - Chairs shall preside over all meetings of the officers and Governing Board. The Co - Chairs shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Governing Board are carried into effect. The Co - Chairs shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation. The Co - Chairs shall endorse official documents issued or published by the Corporation. The Co - Chairs shall be responsible for coordinating all Corporation activities.

Section 4. Vice-Chair. The Vice-Chair shall have the same powers as vested in the Co - Chairs, but shall not exercise said powers unless acting under the delegation, authority or direction of the Co - Chairs, or in the absence or incapacity of the Co - Chairs. The Vice-Chair shall have such additional prerogatives and powers as are not inconsistent with the powers conferred upon the Co - Chairs.

Section 5. Secretary. The Secretary shall attend all meetings of the Governing Board and of the Executive Committee, if any, and shall preserve in books of the Corporation true minutes of the proceedings of all such meetings. The Secretary shall safely keep in his custody the seal to all instruments where its use is required. The Secretary shall give all notices required by statute, bylaw or resolution and shall perform

such other duties as may be delegated to the Secretary by the Governing Board. In the absence of the Secretary, the Co - Chairs shall appoint a temporary secretary.

Section 6. Treasurer. The Treasurer shall have custody of all corporate funds and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements, and shall deposit all moneys, securities and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Governing Board. The Treasurer shall disburse such funds of the Corporation as may be ordered by the Governing Board, taking proper vouchers for such disbursements, and shall render to the Co - Chairs and trustees at the regular meetings of the Governing Board, and whenever requested by them, an account of all of the transactions of the Treasurer, and of the financial condition of the Corporation. The books of account kept by the Treasurer shall at all times be open to inspection by any trustee in good standing. The Treasurer shall see to the timely collection of monies due to the Corporation and to the timely payment of all corporate obligations.

Section 7. Qualifications. Any and all officers shall be trustees and, at the option of the Governing Board, any office may be held by any trustee, except as otherwise provided in these Bylaws. Assistants to officers may be appointed by the Trustees and such assistants need not be trustees.

Section 8. Resignation of Officer. Any officer may resign at any time by delivering a written resignation to either the Co - Chairs of the Governing Board or the Secretary of the Corporation. Unless specified therein, such resignation shall take effect upon delivery.

Section 9. Removals/Vacancies. Officers may be removed from office by the Governing Board for failure to perform such officer's obligations as an officer, provided that written notice of such removal is given to said officer at least fourteen (14) days prior to the date of the meeting of the Governing Board, which removal shall take place in accordance with Article III hereof. A new officer shall be appointed by the Governing Board immediately to fill any vacancy, which appointment shall take place in accordance with Article II hereof.

Section 10. Salaries. The salaries or other compensation, if any, of the officers of the Corporation shall be fixed from time to time by the Governing Board. No officer shall

be prevented from receiving any such salary or compensation by reason of the fact that he is also a trustee of the Corporation.

ARTICLE VI
COMMITTEES

Section 1. How Constituted; Powers; Term. The Governing Board may designate such committees as the Governing Board may deem appropriate, each of which committees shall consist of two or more trustees. Except as provided in the Articles of Incorporation, these Bylaws or by applicable statute, any committee constituted by the Governing Board shall have and may exercise such power and authority as determined by the Governing Board, including the authority of the Governing Board to manage the affairs and business of the Corporation. Members of such committees may be designated at any meeting of the Governing Board. At any time, the Governing Board may abolish or reconstitute any such committee. Each member of any such committee shall hold office until his or her successor shall have been designated or until resignation or removal in the manner provided in these Bylaws.

Section 2. Proceedings. Any committee as may be designated hereunder by the Governing Board may fix its own presiding and recording officer or officers, and may meet at such place or places, at such time or times and upon such notice (*or* without notice) as it shall determine from time to time. It shall keep a record of its proceedings and shall report such proceedings to the Governing Board at the meeting of the governing Board next following.

Section 3. Quorum and Manner of Acting. At all meetings of such committees the presence of members constituting two-thirds of the total authorized membership of the committee shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of two-thirds of the members present at any meeting at which a quorum is present shall be the act of such committee.

Section 4. Resignations. Any member of such committees as *may* be designated hereunder by the Governing Board *may* resign at any time by delivering a written resignation to either the Co - Chairs of the Governing Board or the Secretary of the corporation. Unless otherwise specified therein, such resignation shall take effect.

Section 5. Removal. The Governing Board *may* at any time remove any member of any committee designated by it hereunder, either for or without cause, provided that written notice of such removal is given to said committee member at least fourteen (14) days prior to the date of the meeting of the Governing Board, which removal shall take place in accordance with Article II hereof.

Section 6. Vacancies.

If any vacancy shall occur in any committee designated by the Governing Board hereunder, by the reason of disqualification, death, resignation, removal or otherwise, the remaining members shall, until the filling of such vacancy, constitute the then total authorized membership of the committee and, provided that two or more members are remaining, continue to act. Such vacancy may be filled at any meeting of the Governing Board.

ARTICLE VII
INDEMNIFICATION

Section 1. Indemnification Regarding Third Party Actions. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Indemnification for Corporation Actions. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprises against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Determination. To the extent that a trustee, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith. Any other indemnification under Sections 1 or 2 of this Article shall be made by the Corporation under a determination that indemnification of the trustee, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section I or 2 of this Article. Such determination shall be made either by the Governing Board by a majority vote or a quorum consisting of trustees who were not parties to such action, suit, or proceeding, or by independent legal counsel in a written opinion.

Section 4. General Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other indemnification granted under any provision

in the Corporation's Articles of Incorporation, Bylaws, agreement, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs and legal representatives of such a person.

Section 5. Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding as contemplated in this Article may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon a majority vote of a quorum of the Governing Board and upon receipt of an undertaking by or on behalf of the trustee, officer, employee, member or agent to repay such amount or amounts unless it ultimately be determined that he is to be indemnified by the Corporation as authorized by this Article.

Section 6. Scope of Indemnification. The indemnification authorized by this Article shall apply to all present and future trustees, officers, employees and agents of the Corporation and shall continue as to such persons who cease to be trustees, officers, employees or agents of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of all such persons and shall be in addition to all other indemnification permitted by law.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against any such liability under the laws of the State of Colorado, as the same may hereafter be amended or modified.

ARTICLE VIII

EXECUTION OF INSTRUMENTS

Section 1. Checks, Etc. All checks, drafts, and orders for payment of money shall be signed in the name of the Corporation by any two (2) officers of the Corporation, or by any managing agent of the Corporation and any officer.

Section 2. Contracts, Conveyances, Etc. When the execution of any contract, conveyance or other instrument has been authorized by the Governing Board or any authorized officer, the Co - Chairs or Vice-Chair and the Secretary may execute the same in the name and upon behalf of the Corporation and may affix the corporate seal thereto. The Governing Board shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of the Corporation.

ARTICLE IX

STAFF

Section 1. Staff Positions. The Governing Board shall approve the establishment of, and has the authority to abolish, all staff positions of the corporation.

Section 2. Personnel Policies. The Governing Board shall approve the general terms and conditions of employment for all employees, which shall be expressed in a set of personnel policies.

Section 3. Executive Director. The Governing Board may hire, and has the authority to fire, an executive director to manage the corporation in accordance with the policies of the board. The Governing Board shall determine the title, duties, compensation, and other terms of employment of the executive director.

Section 4. Other Employees. The authority to hire, and fire, other employees for authorized positions is delegated to the executive director. The executive director shall determine the title, duties and compensation of such employees within the terms of the policies of the Governing Board.

ARTICLE X

NON-DISCRIMINATION

Embrace Colorado does not advocate, support, or practice discrimination based on age, ethnicity, gender, national origin, disability, race, size, religion, sexual orientation, or socioeconomic background.

ARTICLE XI

AMENDMENT OF BYLAWS

Section 1. Percentage Required for Amendment. These Bylaws may be amended at any annual or special meeting of the members of the Corporation by majority vote of the members present at such meeting, provided that a quorum of members is present.

Written notice of the proposed amendment to the Bylaws shall be given to each member at the time notice of meeting is given, or if notice is waived at least five (5) days prior to the meeting at which the amendment will be considered.

Section 2. The Bylaws shall not be amended contrary to the provisions of the Articles of Incorporation or these Bylaws.

ARTICLE XII

FISCAL YEAR

The fiscal year of the corporation shall be from January 1st through December 31st of each year.

ARTICLE XIII

CORPORATE SEAL

The Corporation shall have an official seal which shall be the name of the Corporation and the state and year of the incorporation.

ARTICLE XIV

DISSOLUTION

In the event of dissolution of the Corporation, the assets of the Corporation shall be disposed of as determined by a majority of the trustees, provided that such distribution of assets shall not be inconsistent with the Articles of Incorporation.

The foregoing Bylaws were adopted by unanimous vote of the trustees at a meeting held on the 2nd day of July 2008, at which a quorum of the Governing Board was present.

SECRETARY

Agenda Item Summary	Item: G
	Date: January 11, 2010
Embrace Northern Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

Budget & Financials

Executive Summary:

embrace northern colorado had \$1,573 cash on hand as of December 31, 2009, \$9,000 provided YTD in in-kind and pro bono services with ongoing in-kind commitments of approximately \$29,000/year, and a \$200,000 executed federal grant contract.

CDOT notified embrace northern colorado that it needed to begin expending the federal funds within the next several months or run the risk of losing them. The notification received in December explained that it was likely that the \$200,000 in federal funds would be placed on a recission list by the State Office of Management & Budget beginning in February 2010 if embrace northern colorado had not begun expending the money.

There are two ways to avoid losing these resources: 1) start incurring and paying for expenses or 2) ask for a formal time extension to begin the project.

Agenda Item Summary	Item: H
	Date: January 11, 2010
Embrace Northern Colorado Board of Directors' Meeting	Staff: Daggett

Subject:

Formalizing a Fundraising Campaign

Action:

Staff recommends that the Board continue to pursue potential short and longer-term donors to fund critical elements of Embrace Northern Colorado's 2010 work program. One way to approach that task is to formalize the approach the Board is taking to fundraising and focusing on how the Board and volunteers could raise the needed funds in this and future years.

Executive Summary:

embrace northern colorado will require funding from many sources to be successful. Those sources are likely to include local governments, business, philanthropic sources including foundations and individuals, and the state and federal governments. However, a target of a minimum of \$70,000 is critical to achieve in the short term for 2010.

embrace northern colorado has executed an agreement with CDOT which makes \$200,000 available in reimbursable funds which has been available since May 08, 2009. Matching funds and a positive cash flow are required to utilize these resources. These federal funds are likely to become "at risk" because they are not being obligated for the project they were designated to fund.

Agenda Item Summary

embrace northern colorado - Fundraising

There is approximately \$30,000 in in-kind resources dedicated to **embrace northern colorado** (and considerably more if volunteer time is considered in the equation). With a \$300,000 work plan and operating budget some \$70,000 still needs to be identified and secured and should be the focus of the initial 2010 fundraising campaign.

Campaign Chair/Co-Chair

Typically, a campaign chair is identified who will assume the responsibility for the overall direction and management of the campaign. That person is generally the Board Chair, a Board member, or prominent member of the community. The selection is usually based on previous fundraising success and the extent and size of the campaign.

Campaign Committee

A campaign committee is often formed around the divisions in the source of potential contributors, e.g., corporate, foundation, and individuals. The campaign committee would be made up of division leaders (or "division chairs"), focused on these three categories of gifts.

The campaign committee will develop and/or execute the fundraising campaign plan. The committee might be made up of five individuals: a campaign chair or co-chairs, a corporate division chair, a foundation division chair, and an individual donor division chair.

Development Teams

Each divisional chair usually recruits a team captain whose responsibility would be to help recruit, manage and encourage solicitors. Solicitors are volunteers who help identify potential donors and assist in securing pledges or donations from contributors.

Agenda Item Summary
embrace northern colorado - Fundraising

This structure may seem too extensive for raising the \$70,000 required for 2010. However, it is a structure the Board may wish to put in place for 2011's campaign.

In any event, formalizing the approach to securing 2010's funding needs is an important first step in successfully reaching the goals of the organization, getting the "start-up" activities started and succeeding in a tough financial climate.