

**BYLAWS OF FOUR CORNERS OFFICE for RESOURCE EFFICIENCY (4CORE)**

**Article 1**

**Name, Mission, and Purpose**

1.1 *Name.* The name of this corporation shall be "Four Corners Office for Resource Efficiency," here after referred to in this document as 4CORE.

1.2 *Mission.* The mission of the corporation is to promote resource conservation, energy efficiency and the use of clean, renewable sources of energy in order to decrease the emission of pollutants, protect public health, and strengthen the economy.

1.3 *Purpose.* The Corporation is formed for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation shall be operated exclusively as a nonprofit tax-exempt organization dedicated to promoting its mission.

**Article 2**

**Political Activity**

2.1 *Political Activity.* As a non-advocacy organization, 4CORE shall refrain from taking political positions. 4CORE may provide unbiased information and analysis regarding potential impacts of proposed legislation and/or policies related to 4CORE's mission.

**Article 3**

**Records**

3.1 *Records.* The corporation shall maintain all records required to be maintained by the Colorado Revised Nonprofit Corporation Act.

3.2 *Examination.* A copy of the Articles of Incorporation, and all amendments thereto, the bylaws, and all amendments thereto, the minutes of official meetings and the financial reports are retained by the corporation and they are available for perusal by any member of the public. These records shall be available for examination and copying by any member of the public at the expense of the person examining the records during normal business hours and after reasonable notice. All 4CORE documents classified as "Corporate Privet" shall only be used for 4CORE business and shall not be available for public viewing.

**Article 4**

**Fiscal Policies**

4.1 *Fiscal Year.* The fiscal year of the corporation shall be the calendar year.

4.2 *Loans to Directors and Officers Prohibited.* No loans shall be made by the corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

4.3 *Income.* 4CORE may finance its programs and activities with revenues derived from, but not limited to, fee-for-services contracts, cash donations, corporate sponsorships, grants, fees for educational programs, interest from long term investments, product sales, and fees for administering programs such as the Local Clean Energy Fund. 4CORE may enter into a line of credit or short term loans that are based upon reimbursable services.

4.4 *Accounts and Audits.* The books of and accounts of 4CORE shall be kept in accordance with generally accepted accounting principles. The Board will contract with a certified public accountant to review or audit financial records annually within six months of the end of the fiscal year.

4.5 *Asset Protection.* The Board officers and staff who are involved in financial transactions shall either be bonded or the organization shall purchase a business office policy that insures against financial dishonesty in an amount determined by the Board.

4.6 *Distribution of Assets on Dissolution:* On the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for the purposes or to the organization or organizations that the court shall determine, which are organized and operated exclusively for such purposes.

## **Article 5 Board of Directors**

5.1 *Board role, size, composition, and compensation.* The board is responsible for overall policy and direction of the organization and will delegate responsibility of day-to-day operations to the Executive Director. The board shall have an odd number of directors, up to 13, but not fewer than 7 directors. The number of directors may be fixed or changed from time to time within such range by the Board of Directors. The intent of the composition of the Board is to have a diverse cross-section of Board directors from government, business, and the community-at-large. The specifics are provided in the Board Development Procedures document that is reviewed and approved by the Board annually. The board receives no compensation other than reasonable expenses.

5.2 *Terms.* Directors shall serve two-year terms and are eligible for re-election for up to a total of three consecutive terms. Individuals may be re-elected after their three consecutive terms only if they receive Board approval by a two-thirds majority of all current Board members. The term year will be from January 1<sup>st</sup> to December 31<sup>st</sup>.

5.3 *Board Elections.* In December of each year the board of directors shall elect Directors to replace those whose terms will expire. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

5.4 *Election procedures.* A Board Development Committee (BDC) shall be responsible for nominating a slate of prospective board directors representing 4CORE's diverse constituency. In addition, any director can nominate a candidate to the slate of nominees.

5.5 *Vacancies.* When a vacancy on the board exists prior to a Board director's end term date, replacement nominations shall be sent to board directors with the regular board meeting announcement. These vacancies will be filled only to the end of the particular board director's term.

5.6 *Resignation, Removal, and Absences.* Resignation from the board must be in writing and received by the secretary. A board director may be terminated from the board due to excess absences, that is more than three unexcused absences from board meetings in a calendar year, if

termination is voted on by the entire board and three-fourths of the directors vote to terminate that Board member. An absence is considered excused if the Executive Director is notified prior to the Board meeting. A board director may be removed for cause by a three-fourths vote of the remaining directors; all remaining directors must be present for a termination vote to be considered valid and binding.

5.7 *Committees.* The Board of Directors, in addition to the BDC, may create such standing or ad hoc committees as it deems necessary or appropriate in order to carry out the affairs of the corporation. The Board, in its discretion, may abolish, as appropriate, any standing or ad hoc committee. In addition to those specific powers and duties assigned by the Board at the time of creation, committees shall render advice and make recommendations to the Board in fulfillment of the committee's purpose, provide oral or written reports to the Board and prepare such additional reports as may be requested by the Board from time to time, study their own structures, purposes and direction and make recommendations relating to such to the Board and, when appropriate, attend or have a representative attend Board meetings. Committees shall act in an advisory capacity to the Board and shall not have the authority to enter into contracts or otherwise legally bind the corporation.

5.8 *Conflict of Interest.* 4CORE has a conflict of interest policy that shall be reviewed, and a form that must be signed annually, by every director and member of a committee with governing board delegated powers. The purpose of the conflict of interest policy is to protect 4CORE's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of 4CORE. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

5.9 *Indemnification.* The corporation shall indemnify its Directors and Officers to the fullest extent permitted by Colorado law.

## **Article 6 Meetings of Directors**

6.1 *Regular Meetings.* A regular board meeting requires that each board director have written notice at least two weeks in advance.

6.2 *Special Meetings.* Special meetings of the board shall be called upon the request of the chair, or one third of the board. Notices of special meetings shall be sent out by the secretary to each board director at least two days in advance.

6.3 *Quorum and Voting.* A majority of the Directors shall constitute a quorum for business transactions to take place and motions to pass. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No director may vote or act by proxy at any meeting of directors.

6.4 *Action without Meeting.* Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if each and every director in writing, including email, either: (a) votes for the action; or (b) votes against the action or abstains, and waives the right to demand that a meeting be held. Such an action shall be called upon the request of the chair, or one

third of the board. The affirmative votes must equal or exceed the minimum number necessary to take action at a meeting at which all of the directors then in office were present and voted.

6.5 *Meeting by Telecommunications.* Any or all of the directors may participate in a regular or special Board meeting by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

6.6 *Waiver of Notice.* Any Board director may waive notice of any meeting in writing. Attendance by a Board director at any meeting of the Board of Directors shall constitute a waiver of notice. If all individuals comprising the Board of Directors are present at any meeting participating in a meeting through any means authorized by these Bylaws, then no notice shall be required and any business may be transacted at such meeting.

6.7 *Parliamentarian.* The Chairperson may appoint a Parliamentarian who sits with the Chair at official meetings to advise the Chair and the Board on matters related to their compliance with Robert's Rules of Order and compliance with the 4CORE Bylaws.

## **Article 7**

### **Board Officers Duties**

7.1 *Officers.* The officers of the corporation shall consist of a chairperson of the Board, a vice-chair, a secretary and a treasurer. No person may hold more than one office. Officers shall be elected by the Board of Directors annually at the January Board meeting. Each officer shall hold office for a one-year term and until such officer's successor shall have been duly elected and shall have qualified, or until such officer's death, resignation or removal. A vacancy in any office may be filled by the Board of Directors at any regular or special meeting called for that purpose.

7.2 *Removal.* Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

7.3 *Vacancies.* Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the chair or to the board of directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

7.4 *Chairperson of the Board.* The chairperson of the Board shall preside at all meetings of the Board of Directors, and may have any other powers and duties as may be conferred by the Board of Directors. The Chair is limited to no more than two consecutive one-year terms.

7.5 *Vice-Chairperson of the Board.* The vice-chairperson shall have the duties that the Board of Directors or the Chairperson may delegate from time to time. In the absence of the Chairperson or his or her inability to act, the duties and powers of the office shall be performed and exercised by the vice-chairperson.

7.6 *Secretary.* The secretary shall be responsible for keeping, or causing to be kept, records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements (meeting agenda must be reviewed and approved by Chair and/or Executive Committee prior to sending), distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained

7.7 *Treasurer.* The treasurer shall provide a report at board meetings quarterly. The treasurer shall be the Board liaison for the Ways and Means committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board directors and the public. The treasurer shall have general supervision over the care and custody of the funds and securities of the corporation and shall deposit the same or cause the same to be deposited in the name of the corporation in the bank or banks, trust company or trust companies the Board of Directors may designate. The treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the corporation and whenever required by the Board of Directors, shall render or cause to be rendered financial statements of the corporation.

7.8 *Executive Committee.* The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. The Executive Committee may act only upon an affirmative vote by three of its members.

## **Article 8 Director and Staff**

8.1 *Executive Director.* The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend board meetings, report on the progress of the organization, answer questions of the board directors and carry out the duties described in the job description. The board can designate other duties as necessary.

## **Article 9 Amendment of Bylaws**

9.1 *Amendments.* These bylaws may be amended by two-thirds majority of the board of directors. Proposed amendments may be submitted to the Secretary to be sent out with regular board announcements.

**Article 10**  
**Miscellaneous**

10.1 *Severability.* The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

10.2 *References to Internal Revenue Code.* All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

10.3 *Application.* The Bylaws of 4CORE apply to the Articles of Incorporation of 4CORE that were filed with the Colorado Secretary of State on 02/28/2008.

**Certification**

These bylaws were approved at a meeting of the board of directors by a two thirds majority vote on July 10, 2008.

Susan Morris (original signed) \_\_\_\_\_  
Secretary

July 10, 2008 \_\_\_\_\_  
Date

These bylaws were modified at meetings of the board of directors by a two thirds majority vote as follows (see corresponding minutes): July 27, 2009, September 24, 2009, November 16, 2009, December 20, 2011.

**Change Page History**

<b>Date</b>	<b>Change Number</b>	<b>Change Description</b>	<b>Affected Page Number(s)</b>	<b>Approved By</b>
7/27/09	1	5.5 Board vacancy two week notice removed	Page 2	Board
9/24/09	2	5.2 Board Term Year; 5.3 Change October to June	Page 2	Board
11/16/09	3	5.3 Board Officer Election changed from annual meeting to July	Page 2	Board
12/20/11	4	Add a Change Page History Table to the document	Page 7	G. Dubit
12/20/11	5	4.3 Income: 4CORE may enter into a line of credit	Page 1	Board
8/28/14	6	5.2 Board Terms extended to three consecutive 2 year terms with 2/3 majority approval, and term period January 1 <sup>st</sup> to December 31 <sup>st</sup>	Page 2	Board
8/28/14	7	5.3 Board Officer Elections changed to December	Page 2	Board
8/28/14	8	5.4 Election Procedures; delete odd year elections	Page 2	Board
8/28/14	9	7.1 Officers: delete appointed	Page 4	Board