



BYLAWS OF HIGH DESERT DEVO, INC

VERSION DATE of CURRENT APPROVAL

September 19, 2022

Article I – Name

The name of the organization is High Desert DEVO (HDD).

Article II – Purpose

High Desert DEVO is a mentorship-based cycling program that empowers youth on the trails of Montezuma County. HDD is inclusion-focused and supports positive youth development with experiential outdoor learning on a bike. Our vision is that the youth in Montezuma county build confidence, compassion, and perseverance, that they can carry into their lives and their interactions with their community.

Our values are:

Fun: We create a safe and fun space for kids to be kids.

Mentorship: We invest in the youth now.

Resilience: We model positive failure.

Inclusiveness: We create the opportunity for all to experience a genuine outdoor experience by building nurturing environments for all youth to thrive.

Stewardship: We foster respect and responsibility for the lands we get to play on.

Camaraderie: We build relationships by tackling challenges together.

Kindness: We encourage positive self-talk.

Community: We prioritize creating partnerships and collaborating towards a common goal for the broader community.

Article III – Non-Profit Purpose

This corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, officers, directors, or private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation. This corporation shall not carry on any activities not permitted under the laws of the State of Colorado or under regulations of the Internal Revenue Code for tax-exempt purposes, as the same now exists, or as amended.

Article IV – Fiscal Year

HDD operates on a fiscal year basis from January 1 to December 31.

Article V – Nondiscrimination

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis. Our comprehensive Non-Discrimination and Anti-Harassment Policy can be found in the Policies and Procedures.

Article VI – Board of Directors

1. PURPOSE

The Board of Directors (“The Board”) is the governing body and has a legal, fiduciary, and ethical responsibility for HDD.

2. STRUCTURE

- a. The Board consists of a minimum of five and a maximum of eleven members. HDD has the goal of a minimum of 7 members on the board of Directors.
- b. The Board is composed of the four officers of HDD, the President, Vice President, Secretary, Treasurer, and additional Board members selected.
- c. Board members may be removed pursuant to petition in accordance with HDD’s Policies and Procedures.

3. Election and Tenure

- a. Board Members can join at any time throughout the year.
- b. Election for Board Members and Officers will be at the last board meeting of the year, with the term starting the following year.
- a. Terms of Office for Board Members: All terms of office shall be a minimum of (1) one year with a goal of (2) two years. Every year, the board will receive applications and hold an election and vote on incoming board members.
- b. Terms of Office for Officers: All terms of office for Officers shall be two (2) years. Every two years, the board will hold an election and vote for the President, Vice President, Secretary and Treasurer.
- c. All Board Members and Officers can be re-elected. If re-elected, the President, Vice President, Secretary, Treasurer and other board members may succeed themselves in office, or choose to step down after the two year term. There are no term limits.

4. POWERS & DUTIES

The Board has exclusive responsibility for the following matters:

- a. Election of Board members and Officers.
- b. Approve an annual budget prior to the start of each fiscal year. Authorizing all expenditures to be made from High Desert Devo funds.
- c. Set policy and establish strategies, including a strategic plan, for fulfilling the mission of HDD.
- d. Determine registration fees from year to year.
- e. Oversee the quality of programs and services provided to High Desert Devo participants.
- f. Ensure that all appropriate risk management policies and procedures are in place, including but not limited to, insurance and waivers.
- g. Manage and control all property and assets belonging to HDD.
- h. Adopt and amend Bylaws, policies & procedures, as the Board deems necessary.
- i. Hire and set forth duties of the Executive Director as set forth in Policies and Procedures.

5. MEETINGS & DECISION-MAKING

- a. The Board will meet at least quarterly.
- b. Any Board meeting, and any action taken by the Board, may be conducted in person, by phone or video conference.
- c. During any meeting, a majority of Board members constitutes a quorum. In the absence of a quorum, no formal action will be taken during any Board meeting except to adjourn to a subsequent date.
- d. Passage of a motion by the Board requires a simple majority of those present except otherwise specified.
- e. A $\frac{2}{3}$ majority of the entire board vote will be required for a vote on Bylaws, Policies and Procedures, approving annual budget, hiring Executive Director and electing Officers.
- f. Meetings of the Board will be conducted in accordance with *Robert's Rules of Order* except to the extent that the Board may suspend this requirement.
- g. Board members will maintain appropriate confidentiality regarding discussions or actions taken at Board meetings.

6. RESIGNATION

Any board member may resign at any time by giving written notice of resignation to the Board; such resignation takes effect at the time specified in the notice. A failure of a director to attend more than four (4) regular board meetings within a twelve month period, without good cause as determined by the Board, may be deemed a resignation by such director with a majority vote of the Board.

7. COMPENSATION

Board members shall not receive any compensation, but may be reimbursed for reasonable and necessary expenses for attending any meeting.

Article VII – Officers

The officers of HDD are: **President, Vice-President, Secretary, and Treasurer.**

1. The duties and powers of each officer are listed below and include any other powers or duties assigned by the Board.
 - a. The President has powers and duties to
 - i. call and conduct all meetings of the Board
 - ii. appoint a Board member to chair any meeting that the President has authority to chair.
 - b. The Vice-President has powers and duties to
 - i. serve in place of the President as needed, and
 - ii. assist the President as needed.
 - c. The Secretary has powers and duties to
 - i. prepare minutes of all Board meetings, and
 - ii. distribute minutes of all Board meetings to Board members and the HDD staff.
 - d. The Treasurer has powers and duties to
 - i. ensure compliance with all requirements necessary or appropriate for HDD to maintain good status as a 501(c)(3) organization in the State of Colorado, and
 - ii. track and report all financial aspects of HDD to the board.
 - e. Any vacancies during the year will be filled by appointment by a board member, with majority approval of the Board, for the remainder of the term of office.
2. Any officer may take on the duties of another officer, with the exception of combining the President and Treasurer.

Article VIII – Executive Committee

The Executive Committee consists of the officers; its powers and duties are specified in Policies and Procedures. Other than ongoing supervision by the President, all decisions regarding the employment and compensation of the Executive Director will be made by the Executive Committee subject to the Board's ultimate authority to reverse any such decision made by the Executive Committee.

Article IX – Executive Director

The Executive Director performs a range of functions relating to managing staff and organizational resources in support of HDD's mission, pursuant to the powers and duties of the position outlined in HDD's Policies & Procedures.

Article X – Conflict of Interest

No member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board of such nature that it prevents or may prevent them from acting on the matter in an impartial manner, will participate in any discussion or voting on that matter.

Article XI – Indemnification

HDD indemnifies any Board member or former Board member against reasonable expenses, costs, and attorney's fees actually and reasonably incurred in connection with the defense of any action, civil or criminal, in which the individual is made a party by reason of being or having been a Board member. The Board member will not be indemnified if adjudged to be liable on the basis of breach or failure to perform the duties of the office and the breach or failure to perform constitutes willful misconduct or recklessness.

Article XII – Non-Liability

No Board member of HDD will be personally liable to HDD or its members for monetary damages for breach of fiduciary duty as a Board member unless the Board member has breached or failed to perform the duties of the office in compliance with C.R.S 7-128-402 and the breach or failure to perform constitutes willful misconduct or recklessness.

Article XIII - Dissolution of High Desert DEVO

Upon the time of dissolution of HDD, assets will be distributed by the Board (after paying or making provision for the payment of all debts, obligations, liabilities, costs, and expenses) to a chosen 501(c)(3) organization whose mission and values align with HDD.

Article XIV – Amendments

The Board of Directors shall attempt to review the Bylaws every three years. A minimum of five members must be present to discuss and $\frac{2}{3}$ majority of the entire board vote will be required to amend these Bylaws at a general or special meeting of the Board,

provided that all members of the Board have received a copy of the proposed amendment(s) and been notified at least ten (10) days prior to the meeting.