

## **BYLAWS OF the Fort Collins Mural Project**

1.1 “Board” means the Board of Directors of the Nonprofit.

1.2 “Director” means a member of the Board of Directors of the Nonprofit.

1.3 “Bylaws” means these bylaws as adopted by the Board and includes all amendments thereto subsequently adopted by the Board.

1.4 “Certificate of Incorporation” means the Certificate of Incorporation of the Nonprofit as filed with the Secretary of State of the State of Colorado and includes all amendments thereto subsequently filed.

1.5 “Nonprofit” means Fort Collins Mural Project.

1.6 “Offices” means the title of an office and refers to the person or persons who at any given time perform the duties of that particular office for the Nonprofit.

### **ARTICLE I - NAME, PURPOSE**

Section 1: Name: The name of the organization shall be Fort Collins Mural Project.

Section 2: Purpose: The Nonprofit is organized exclusively for charitable and educational purposes, more specifically to advocate and curate public art projects that benefit the community and artists from all backgrounds and abilities.

### **ARTICLE II - MEMBERSHIP**

Section 1: Membership shall consist only of the members of the board of directors.

### **ARTICLE III - BOARD OF DIRECTORS**

Section 1: General Powers: The Board shall manage the property, business, and affairs of the Nonprofit.

Section 2: Number: The number of directors who shall constitute the Board shall equal not less than three (3) nor more than thirteen (13), as the Board may determine by resolution from time to time.

Section 3: Election of Directors and Terms of Office: The initial Board of Directors shall consist of those persons named as the directors in the Certificate of Incorporation. The existing directors of the Corporation shall elect the directors at the annual or adjourned annual meeting (except as otherwise provided herein for the filling of vacancies). Each director shall hold office for a two-year term with the opportunity for unlimited terms. The director will be reconfirmed every two years with a silent vote. The vote must have a two-thirds majority for the director to remain in their position on the Board.

Section 4: Resignations: Any director of the Nonprofit may resign at any time by giving written notice to the Board or to the Secretary of the Nonprofit. Any resignation shall take effect upon receipt or at the time specified in the notice. Unless the notice specifies otherwise, the effectiveness of the resignation shall not depend upon its acceptance.

Section 5: Vacancies: A majority of the remaining directors, although less than a quorum, may fill any vacancy in the Board, whether because of death, resignation, disqualification, an increase in the number of directors, or any other cause. Each director so chosen shall hold office until their term expires, resignation or disqualification.

Section 6: Advisory Council: An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations

for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors, but may not serve as a Member of the Board or act as a Director of the Nonprofit while on the Advisory Committee. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Nonprofit by providing expertise and professional knowledge.

Section 7: Conflicts of Interest: Whenever a director, officer, or committee member has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Nonprofit to do so. This vote, including any discussion pertaining to such a vote, will take place without the interested person present to prevent any form of verbal or nonverbal persuasion. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

In the event of a vacancy of an Artist happening within 2 weeks of the Fort Collins Mural Project's main festival (held annually in September) a professional Artist on the Board or any committee can be selected to fill the position.

#### **ARTICLE IV - MEETINGS OF DIRECTORS**

Section 1: Annual Meeting: The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Regular Meetings and Attendance: The Board shall hold monthly meetings at such places, times and dates as the Board shall establish by resolution. An official Board meeting requires that each Board member have written notice 48 hours in advance. Board members who miss three consecutive meetings will be considered for disqualification from the board and a vote for dismissal will be held at the following board meeting.

Section 3: Place of Meetings: All meetings shall be held at a place designated by the Board. In the absence of such designation, meetings shall be held at Nonprofit headquarters as stated in the Articles of Incorporation.

Section 3: Special Meetings: Special meetings of the Board shall be called upon the request of the Executive Director or one-third of the Board. Notices of the time and place of special meetings shall be sent out in writing by the Secretary to each Board member 48 hours in advance.

Section 4: Voting: Each Director shall have one vote. Routine business shall be transacted by a majority vote of a quorum of the Directors. A majority vote of a quorum of the Directors shall determine all elections and, except when the law or these bylaws require otherwise, a majority vote of a quorum shall determine all other matters. Proxies cannot be used.

Section 5: Quorum: For meetings of the Board of Directors, a quorum shall consist of a majority of the total number of Directors.

#### **ARTICLE V - OFFICERS**

Section 1: Officers of the Nonprofit: The officers of the Nonprofit shall consist of an Executive Director, Assistant Director, a Secretary, a Treasurer.

Section 2: Election and Term: The Board shall elect the officers of the Nonprofit. Each officer shall hold office until his death, resignation, retirement, removal, or disqualification.

Section 3: Resignations: Any officer of the Nonprofit may resign at any time by giving written notice to the Board or to the Secretary of the Nonprofit. Any resignation shall take effect upon receipt or at the time specified in the notice. Unless the notice specifies otherwise, the effectiveness of the resignation shall not depend upon its acceptance.

Section 3: Compensation: The Board shall fix the compensation of all officers of the Nonprofit. No officer shall serve the Nonprofit in any other capacity and receive compensation, unless the Board authorizes the additional compensation.

Section 4: Executive Director: The Executive Director shall be the principal officer, and shall have general supervision and direction of the business and officers of the Nonprofit. They shall preside at all meetings of the Board and shall sign the minutes of the meetings over which they presided. The Executive Director shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.

Section 5: Assistant Director: The Assistant Director, in the absence of the Executive Director or in the event the Executive Director is unable or unwilling to act, shall perform the duties of the Executive Director, and, when so acting, shall have all the powers of and be subject to all the restrictions on the Executive Director. The Assistant Director shall perform such other duties and have such other powers as the Board may from time to time prescribe by standing or special resolution, or as the Executive Director may from time to time provide, subject to the powers and supervision of the Board.

Section 6: Secretary: The Secretary shall exhibit at all reasonable times, upon the request of a Director, the Bylaws, Board book, and the minutes of the proceedings of the Board and/or Executive Committee. In addition, they shall keep, or cause to be kept, at the principal office all documents required for public inspection by the Internal Revenue Service. The Secretary, or designee, shall give notice of all meetings of the Board and Executive Committee as required by the bylaws or by law. They shall keep a book of minutes of all meetings of the Board and the Executive Committee with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, and the proceedings thereof. They, or the individual taking the minutes, shall sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board or Executive Committee. The Secretary shall have such other powers and duties as may be prescribed by the Board or the bylaws.

Section 7: Treasurer: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the property and business transactions of the Nonprofit. They shall ensure the books of account are open to inspection by any Director at all reasonable times; ensure a financial statement is provided to the Board at the annual meeting; and, shall a report of the Nonprofit's financial affairs at meetings of the Board and Executive Committee when requested by a Director. In addition, the Treasurer shall ensure the appropriate financial committee oversees the implementation of the financial policies and procedures. The Treasurer shall have such other powers and duties as may be prescribed by the Board or the bylaws.

Section 8: Removal or Disqualification: An Officer of the Nonprofit may be disqualified or removed from their position only by a two-thirds majority of the Board of Directors at a Special Meeting called for the sole purpose of voting to remove said Officer. The Officer being removed shall be given 48 hours notice of the Special Meeting in writing.

#### **ARTICLE VI - COMMITTEES**

Section 1: Committee:. The Board shall have the power to create, revoke or modify any committee deemed necessary. The Executive Director shall have the power to appoint a Chair of any committee created by the Board or to delegate such appointive powers to any other appropriate Director. To be a recognized committee of the Board, each committee must include a minimum of three (3) members with a minimum of two (2) members being members of the Board. The remainder of the committee members need not be members of the Board.

All committees shall keep regular minutes of its proceedings and report the same to the Board. Meetings and actions of committees shall be governed by, noticed, and taken in accordance with the provision of these bylaws concerning meetings of the Board, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee. The Board may adopt additional rules and regulations pertaining to the conduct of meetings with committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Section 2: Executive Committee: The officers serve as the members of the Executive Committee and cannot be removed unless disqualified and removed as an Officer as provided for herein.

#### **ARTICLE VII - INDEMNIFICATION**

Section 1: The Nonprofit shall indemnify every person who is or has been a Director or officer of the Nonprofit and legal representatives where such person is a party or is threatened with being a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such person is or was a Director or officer of the Nonprofit, or is or was serving at the request of the Nonprofit in any capacity for any other business organization, against expenses (including attorneys' fees), judgment, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Nonprofit, and with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful, unless that person's actions were performed with gross negligence or willful misconduct and resulted in part or in whole in the cause of the suit or proceeding. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith or in a manner which they reasonably believed to be in or not opposed to the best interests of the Nonprofit or, with respect to any criminal action, suit or proceeding, that they had reasonable cause to believe that their conduct was unlawful. The foregoing right of indemnification shall be in addition to all rights to which any such Director or officer as extended under law.

#### **ARTICLE VIII - ADMINISTRATIVE**

Section 1: Fiscal Year: The fiscal year of the Nonprofit shall begin on the first day of January and end on the last day of December.

Section 2: Books and Records: The Nonprofit shall keep correct and complete books and records of accounts, minutes of meeting of the Board and committees having any authority of the Board, and its registered office, the legal names of the Directors and Officers. All books and records shall be open for public inspection for any proper purpose at any reasonable time.

Section 3: Contracts: The Board may authorize any Officer or agent of the Nonprofit to enter into any contract or to execute and deliver any instruments on behalf of the Nonprofit.

Section 4: Loans: No loans shall be contracted on behalf of the Nonprofit and no evidence of indebtedness issued in its name unless so determined by the Board. No loans shall be made to any Director.

Section 5: Checks and Drafts: All checks, drafts, or other orders for payment of money or other evidence of indebtedness issued on behalf of the Nonprofit shall be signed by such Officer or agent of the Nonprofit in such a matter as determined by the Board.

Section 6: Deposits: All funds of the Nonprofit not otherwise employed shall be deposited to the credit of the Nonprofit in such banks, trust companies, or other depositories as determined by the Board

#### **ARTICLE VIV - MISCELLANEOUS**

Section 1: Dissolution: In the event of the dissolution of the Nonprofit, after paying or adequately providing the debts and obligations of the Nonprofit, all assets shall be distributed to be used for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Dissolution of the Nonprofit requires a two-thirds (2/3) vote of the total number of Directors.

Section 2: No Capital Stock: The Nonprofit shall have no capital stock and shall not be authorized to issue capital stock.

Section 3: Amendments to Bylaws: These bylaws may be amended, altered, changed or repealed by the affirmative vote of two-thirds of the total number of Directors, at any annual, regular or special meeting of the Directors if notice of a change in the bylaws is contained in the notice of the meeting.

Section 4: Amendments to Certificate of Incorporation: The Certificate of Incorporation may be amended, altered, changed or repealed by the affirmative vote of two-thirds of the total number of Directors, at any annual, regular or special meeting of the Directors if notice of a change in the Certificate of Incorporation is contained in the notice of the meeting.

Section 5: Construction and Terms: If there is any conflict between the provisions of these bylaws and the Certificate of Incorporation of the Nonprofit, the provision of the Certificate of Incorporation shall govern. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding. All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code. These bylaws replace all prior bylaws. Therefore, if there is any conflict between the provisions of these bylaws and any prior adopted bylaws these bylaws shall govern. If there is any conflict between the provisions of these bylaws and any internal policies and procedures, the provisions of these bylaws shall govern. However, internal policies and procedures approved by the Board of Directors may allow for additional or more stringent requirements to be placed on the Directors, Officers and/or committee members.

Section 6: Fort Collins Mural Project is committed to a diverse, inclusive, and equitable environment where all board members, staff, volunteers and event attendees feel respected and valued regardless of gender, age, race, ethnicity, national origin, sexual orientation or identity, disability, education, or any other bias.

Furthermore, we are committed to being nondiscriminatory and providing equitable opportunities for employment, volunteering, and advancement in all areas of our work. We respect the value that diverse lived experiences bring to our board and leadership, and we strive to listen to all views and give them value. We are committed to modeling diversity, inclusion, and equity; and maintaining fair treatment for all.

***These Bylaws were approved at a meeting of the Board of Directors of the Fort Collins Mural Project on March 7th, 2023.***