

Bylaws
Of
Coalitions and Collaborations, Inc.,

Article 1
Offices

Section 1. Principal Office

The principal address of the corporation is located at 38,000 Cherokee Ave, Lake George, Park County, Colorado 80827.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment to the Bylaws.

The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment to these Bylaws.

Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Article 2
Nonprofit Purposes

Section 1. IRS Section 501(c)3 Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(C)3 of the Internal Revenue Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

COCO Inc., encourages, fosters and supports new, emerging, and existing coalition and collaborative groups by providing a sustainable model and platform of leadership, infrastructure and organizational structure to groups seeking to protect and restore natural resources and local communities through the cooperative efforts of stakeholders, with emphasis on community values and economic sustainability.

For our purposes, we are defining *coalitions* as formal 501(c)3 organizations, and *collaboratives* as informal organizations. A collaborative may be a stepping stone to a coalition, it may be a short-term informal organization that lives only for the time of a specific project or program, or it may remain in existence for years but not feel compelled to become a formal nonprofit corporation.

Whether an organization is a coalition or a collaborative, to fit under the umbrella of COCO, it

must absolutely shall commit to the following tenets of collaborative conservation and the principles that made the Coalition for the Upper South Platte, initiator of COCO, Inc. successful:

- a) It must be highly accountable, transparent, and ethical.
- b) It must be inclusive (for example, not just government entities, but government entities must be directly invested; various nongovernmental stakeholders must be represented).
- c) It must be driven by strong consensus.
- d) It must work on a watershed or ecosystem landscape basis.
- e) It must utilize best-available science and adaptive management.
- f) It must work for people and the planet within its selected area.
- g) It must engage and educate citizens in issues.
- h) It must not be, in its own right, a strong advocacy group, though stakeholders may be strong advocates through their respective positions. When it does engage in advocacy, it must be based on a strong consensus with input from all stakeholders.

Article 3 Organization

Section 1. Member Entities

Coalitions and Collaborations, Inc., (COCO Inc.) is made up of stakeholders that support the mission and the specific objectives and purposes as outlined in Article 2, Section 2. It is the goal of the COCO Inc. Board of Directors to encourage wide participation and membership in COCO Inc. All stakeholders, . New members may be invited to join the Board in the future on an affirmative vote of the Board of Directors, pursuant to Section 9, below.

Section 2. Board of Directors

The Board of Directors shall have up to twenty-five members. The Board consists of members from the following classes of stakeholders:

1. CUSP Board of Directors (up to three seats appointed by the CUSP Board of Directors).
2. Coalition members. Coalitions will be represented by up to 9 representatives. Each coalition that affiliates with COCO may nominate board members during the annual election cycle, which takes place during the first meeting of the year. The nomination shall be put forth by the coalition's own Board of Directors, but the nominee may be a director, staff member, or other stakeholder from the coalition. Coalition members (individuals or stakeholder representatives) may also be included in the other types of membership outlined in paragraphs 2.4 and 2.5 below.
3. Collaborative members. Collaboratives will be represented by up to 5 representatives. Each collaborative that affiliates with COCO may nominate board members during the annual election cycle, which takes place during the first meeting of the year. The nomination shall be put forth by the collaboratives own leadership committee. Collaborative members may also be included in the other types of membership outlined in paragraphs 2.4 and 2.5 below.
4. State & Federal agencies. Agencies will have up to 3 pro-forma seats. Federal and state agencies are important partners with COOs that work under the COCO umbrella, so the COCO Board will seek to have interested staff from these entities

participate in a nonvoting capacity.

5. Other interested individuals. The COCO Board wishes to engage other interested individuals who bring skills, resources, and important values to the Board. These individuals may represent academic institutions, business, philanthropy, and concerned members of the public. These individuals will be identified, invited, and seated by the standing board members at the time they join the board. Other interested individuals may hold up to 6 seats.

6. Board Term. Each board member's term is three years. Board members if appointed or elected pursuant to the previous paragraphs may serve on the board for three full terms. Initial elections per paragraphs 2.2 and 2.3 may be staggered in order not have all elected members cycling off in the same year. Partial terms during the initial elections will not count toward the three full terms.

7. Classes. The Board will take reasonable steps to assure that there is at least one member representing each class of membership as outlined above. The Executive Committee (or a committee appointed by them) and Chief Executive Officer will serve as the search committee to identify potential directors.

8. Members of the Board of Directors who are unable to attend a meeting in person may vote by telephone, fax, or e-mail, or may send an alternate member from their same organization. Members must contact the Secretary, or such person as the Secretary designates, at least two days prior to a scheduled meeting, to make arrangements to use alternate voting privileges. The Secretary, or designee, will provide forms, as necessary, to enable members to vote through alternative means.

Section 3. Officers of the Board of Directors

The Board of Directors will elect officers from among themselves. Officers of the Board will include Chair, Vice-Chair, Secretary, Treasurer and/or Secretary/Treasurer.

Officers will serve for a term of two years. Officer terms will be staggered so that the entire slate of officers does not turn over in any given year. To help provide continuity, the Vice-Chair will serve one term as Vice-Chair, and then become Chair for the next term. Officers will be nominated through a nominating committee, which will be appointed during the last official business meeting of each even year, and confirmed by a majority vote of the Board of Directors. Elections will then take place during the first official meeting of each calendar year.

The officers of the Board will constitute the Executive Committee. The Board of Directors may, at its option, delegate any or all of its powers and duties to the Executive Committee by majority vote.

Each officer of the Board shall serve until his or her successor is elected and qualifies. Officers may resign before completion of their term, by providing sixty (60) days written notice to the Secretary or designee.

Section 4. Termination of Board Participation

Any Board member, or entity with a representative on the Board of Directors, may terminate participation at any time, by giving sixty (60) days written notice of termination to the Board of Directors. Written notice expressing intent to terminate participation should be accompanied with a written explanation of why the member or entity is terminating its participation in the Board of Directors.

The Board may take action against any Board member who regularly fails to attend meetings and has three unexcused absences in a year, or who fails to participate in necessary activities of the Board, up to and including forced termination from the Board.

Section 7. Membership Fee

Each member of the Board of Directors, or the entities they represent, shall contribute an annual membership fee in such amount as may be determined by the Board of Directors. The Board of Directors may, at their discretion, establish sliding fees for different classes of membership.

Section 8. Committees

Committees and subcommittees may be formed as needed to perform tasks identified by the Board of Directors. Each committee shall serve at the pleasure of the Board, and may be longstanding, or short-term. Meetings and actions of all committees shall be governed by all provisions of these Bylaws concerning meetings of the Board of Directors, with such changes as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution by the Board of Directors or by the committee.

Section 9. Decision Making

It is the intent of the Board of Directors to achieve consensus on all action items and all reasonable effort will be made to attain consensus. In the event that consensus is not achieved, and a quorum vote is taken (see Section 16, below), 50%+1 will carry the vote.

As some issues that come before the Board of Directors may have a time sensitive nature, and as members may need to clearly understand the intent of the Board with regard to said issues, a vote may be called for to establish if consensus has been reached. Any member wishing to call for a vote on an issue shall notify the Secretary or designee at least seven (7) days prior to said vote.

Section 10. Compensation

No compensation will be authorized or paid to the Board of Directors. Reimbursement for certain expenses (such as travel to a meeting deemed to be for the benefit of CUSP) may be made, if authorization for said expense is approved by the Executive Committee. Members wishing to be reimbursed should request authorization prior to incurring expenditures.

Section 11. Conflict of Interest

COCO Inc., will have a formal Conflict of Interest Policy, which is found in COCO Inc's Policy Handbook. All members of the Board of Directors, staff, and key volunteers or consultants shall review this policy annually and shall always conform to this policy.

Section 12. Powers

Subject to the provisions of the laws of this state, and any limitations in the Articles of Incorporation or these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 13. Duties

The Board of Directors will have primary oversight for setting the strategic course of COCO Inc., and for the review and approval of major programs and plans. The Board of Directors will review and approve other policies developed by the Executive Director or the Executive Committee (including but not limited to financial, conflict of interest, personnel, safety, and/or operational policies). Other duties include, but are not limited to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix compensation, if any, of all officers, agents, and the Executive Director of this corporation.
- c) The Executive Director, with direction from the Executive Committee, has oversight to hire or fire additional employees as deemed necessary to meet obligations under grants, agreements, and other funding sources, and to fulfill its mission.
- d) Supervise all officers, agents and the Executive Director of the corporation to assure that their duties are performed properly.

Section 14: Meetings

Meet at such times and places as required by these Bylaws and to adequately fulfill the responsibilities as defined below:

- a) Provide leadership to guide and implement the Mission Statement and identified goals of CUSP.
- b) Help to integrate stakeholders' interests in the watershed into programs and projects.
- c) Oversee business affairs of CUSP.
- d) Help develop funding.
- e) Other responsibilities as identified by the Board of Directors.

Section 15. Place of Meetings

Regular meetings shall be held at rotating places of business throughout the watershed and the Front Range in order to accommodate the large geographical area covered by the interests of the members, or at such other places as may be designated from time to time by resolution of the Board of Directors. The Board may opt to schedule special meetings via telephone conference call or web-based electronic meeting systems.

Section 16. Meetings

- a) Meetings of the Board of Directors will be held at least quarterly, and monthly meetings may be held, as business requires. These meetings may be in person or via telephone conference call.
- b) Written notice of meetings shall be given to each member, and others as appropriate, at least fourteen days before all regular scheduled meetings.
- c) Special meetings may be called by any member upon receipt of written request submitted to the Secretary or designee, at least three days before said meeting is scheduled to be held.
- d) Fifty-one percent of the members must be present to constitute a quorum. No vote may be taken in the absence of a quorum.

- e) Special meetings held via telephone conference call must address a specific issue, or issues, which cannot wait until a regular meeting.

Section 17. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chair. If no such person has been designated, or in his or her absence, than the Vice-Chair shall preside. In the absence of both the Chair and the Vice-Chair, than a temporary Chair shall be chosen by a majority of those present at the meeting.

The Board shall elect a Secretary. The Secretary shall oversee the taking and preservation of the minutes of all meetings of the Board, shall assure that the records of the corporation are responsibly maintained and safeguarded, shall attest to all certified copies of official records, shall assure that documents of the corporation as may be required by law are appropriately filed, and shall perform such other duties as prescribed by the Board of Directors or by law. The Secretary may designate the Executive Director or other appropriate Staff to perform any or all secretarial functions as described by these Bylaws.

If the Secretary is temporarily unavailable to fulfill his or her duties, the Board may appoint another qualified person to perform secretarial functions until the Secretary becomes available once again. Each committee shall appoint a person to perform secretarial functions for their committee, and said person shall file a copy of all documentation regarding committee work with the Secretary.

Section 18. Vacancies

Vacancies on the Board of Directors shall exist

- 1.) Upon the death, resignation, or removal of any director, and
- 2.) Whenever the number of authorized directors is increased.

Any director may resign by providing written notice to the Chair, the Secretary, or the Board of Directors. No director may resign if the Board would then be left without sufficient directors to carry out its affairs, except upon notice to the Office of the Attorney General or other appropriate agency.

Directors may be removed from office, with or without cause, as permitted by these Bylaws and laws of this State.

Section 19. Non-liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation, except as provided for by the laws of this State.

Section 20. Indemnification

The Directors of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this State.

Section 21. Insurance of Corporate Officers

Except as otherwise noted under the provision of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent) against liability asserted against, and incurred by the agent in such capacity and arising out of the agents status as such,

whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or the provision of law.

Article 4

Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaw, may by resolution, authorize the Executive Director to enter into contracts, and execute and deliver instruments in the name of the corporation, and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the Chair. The Treasurer and Chair may designate other signatories, as they deem necessary for specific purposes.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts

The Board may accept, on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation, as long as said contribution, gift or bequest does not encumber, compromise or unduly obligate the corporation in acceptance thereof.

Section 5. Financial Policies

The Board may adopt by resolution written Financial Policies that supersede any or all sections of this Article, without having to revise these Bylaws.

Article 5

Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records

COCO Inc., shall keep at its principal office or at such place as the Secretary designates:

- a) Minutes of all meetings of the Board of Directors, of committees, and of all members, indicating the time and place such meeting was held, whether a regular meeting or special meeting, how called, notice given, and names of those present and the proceedings thereof.
- b) Adequate and correct books and record of accounts, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts disbursements, gains and losses.
- c) A record of its members, if any, indicating their names, addresses, and if applicable, class of membership.

- d) A copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section 2. Corporate Seal

The Board may adopt, use, and at will, alter a corporate seal. The Secretary or Secretary's designee shall keep such seal. Failure to affix the seal to corporate instruments, however, shall not affect the validity of such instrument.

Section 3. Inspection Rights

Every Director shall have the absolute right, at any reasonable time, to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the corporation.

Each and every member, including special classes, and members of the general public, shall have the following rights, for a purpose reasonably related to such person's interests:

- a) To inspect and obtain copies of records of all voting Directors' names and addresses, and voting rights, at such reasonable times upon written demand to the Secretary.
- b) To inspect and obtain copies of, at any reasonable time, records of minutes, upon written demand to the Secretary.

The Board may establish reasonable fees to charge for copying requested records. Any inspection under these provisions may be made by the person, an agent or attorney, for the person making the request.

Section 4. Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this State or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

Article 6 IRS 501(c)3 Tax Exempt Provisions

Section 1. Limitation on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided for by Section 501 (h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on

- a.) By a corporation exempt from Federal income tax under Section 501 (c) 3 of the Internal Revenue Code, or
- b.) By a corporation, contributions to which are deductible under Section 170 (c) 2 of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered by employees and agents, and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

No part of the net earnings of this corporation, all assets remaining after payment of all its debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or shall be distributed to the Federal government, or a state or local government for public purposes. Such distribution shall be made in accordance with all applicable provisions of the laws of this State.

Article 7 Amendment of Bylaws

Section 1. Amendment

These Bylaws may be amended by a majority (50%+1) vote of the Board of Directors at any regular meeting, or any special meeting of the Board, provided that the amendment has been submitted in writing to the Board at the previous meeting and included in the minutes of that meeting.

Article 8 Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles 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 the Bylaws shall be unaffected by such holding.

All references in the Bylaws to the Articles of Incorporation shall by to the Articles of Incorporation and Articles of Amendments to the Articles of Incorporation of this corporation, as filed with the Secretary of State and used to establish the legal existence of the corporation.

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 future Federal tax codes.

Adoption of Bylaws

Adopted by a vote of the Board of Directors on this 21st day of November, 2016.