



1. NAME

Mosaic Community Project

2. DURATION

The corporation shall have a perpetual existence.

3. PRINCIPAL OFFICE

1040 Charles St
Ridgway, CO 81432

4. REGISTERED AGENT and OFFICE

Deb Read
1040 Charles St
PO Box 366
Ridgway, CO 81432

5. PURPOSE

The specific and primary charitable and educational purposes of the Corporation are:

- 1) to be organized and operate with dedication to promoting education, the visual and performing arts, sustainable living practices, and environmental awareness in Ouray County, Colorado.
- 2) to help launch and compliment local community and public schools, as well as other community organizations without discrimination, whose missions, or projects are substantially in concert with the mission of Mosaic Community Project as expressed in #1.
- 3) to acquire and maintain necessary facilities, equipment, and supplies to support the activities described in #1 & #2
- 4) to acquire funding to accomplish the above #1, #2 and #3
- 5) To transact all lawful business for which corporations may be incorporated pursuant to applicable State statutes.

6. BOARD OF DIRECTORS

The Board will be comprised of no less than 4, no more than 7 members.

a. Powers:

The affairs of the Corporation shall be managed by the Board of Directors..

b. Composition:

The composition of the Board shall strive to include, but not be limited to, the following positions:

- Two (2) representative from the Community of Ouray.
- Two (2) representatives from the Community of Ridgway.

c. Terms:

All elected positions, are for two year terms and shall be staggered. For the first year of operation, 2 Board position terms will be for 1 year, and 2 Board position terms will be for 2 years. The 1 and 2 year positions will be determined by a majority vote of the Board.

d. Resignations/Vacancies:

Any member of the Board may resign by submitting a written notice to the Board of Directors. A vacancy may be filled only by majority vote in agreement of the proposed candidate by the existing Board members.

e. Absences/Removals:

Since board members serve on a volunteer basis and the success of the Board is dependent on the

participation of all board members and their attendance at meetings, be it hereby resolved that:

If any board member is absent without acceptable reason from either three consecutive regular or special meetings, or is absent without an acceptable reason from more than 50% of the meetings in a six-month period, that board member may be removed from the Board. The final decision will be made by a majority vote of the remaining Board members.

For an absence to be acceptable the board member must notify an Officer of the Board at least 24 hours prior to the meeting and the Officer will acknowledge such absence. Such notification shall be recorded in the minutes.

MEETINGS OF THE BOARD OF DIRECTORS

a. Regular Meetings:

Regular monthly meetings will generally not be open to the public.

b. Notice:

Notice of regular meetings will be announced at each preceding meeting or by mail, fax, e-mail or phone at least one week prior to the scheduled meeting date. Special meetings shall be noticed by any means available.

c. Agenda:

The Vice President shall set the agenda for the regular meetings. Board members may request to add items to the agenda.

d. Quorum and Voting:

A quorum shall be required prior to voting on issues before the Board. "Quorum" at Board meetings will be defined as a simple majority of the Board. Decisions of the Board shall be by a majority of votes present at said quorum meeting(s). Voting shall be on the basis of one seat= one vote. Voting by proxy shall be allowed by Board resolution or with prior Officer(s)' permission.

e. Executive Sessions:

Executive Sessions, which are closed to the public, shall be held to discuss legal, contractual or personnel issues as needed.

f. Committees:

The Corporation may appoint such committee(s) as the Board of Directors may deem necessary. The Board of Directors shall also determine the term of such committee(s), the make-up of the committee(s) and the procedure for appointing a committee chairperson. There will be one Standing (or Permanent) committee: Finance. The Treasurer will be the Chair of the Finance Committee.

g. Informal Action of the Board without a Meeting:

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the Directors entitled to vote with respect to the subject of the matter thereof.

h. Special Meetings:

The President or a majority of the members of the Board, at their discretion, may call a Special Meeting of the Board of Directors with a minimum of three (3) days notice. Those calling the meeting shall set the agenda.

8. OFFICERS

The Officers of the Corporation shall consist of a minimum of a President, a Vice- President, a Treasurer, and a Secretary.

a. President

The President shall serve as the principal Executive Officer of the Corporation and shall have general control of the affairs and business of the Corporation.

b. Vice-President

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

c. Treasurer

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

d. Secretary

The Secretary shall ensure that the following duties are being performed:

1. Shall ensure that a record containing the names and addresses of all Members are kept at the Corporation's principal place of business within the State of Colorado.
2. Shall ensure that all notices are duly given in accordance with the provisions of these Bylaws and the Articles of Incorporation, as required by law.
3. Shall ensure that the minutes of the proceedings of the Board of Directors and Executive Committee are being recorded.

e. Election

The Board of Directors shall elect all Officers from the Board of Directors at the first regular, monthly meeting of each calendar year. No two offices may be held by the same person.

f. Term

The Officers shall serve for one-year terms.

9. FISCAL POLICY

a. Annual Plan and Budget

The Board of the Corporation with assistance from the Finance Committee shall be responsible for ensuring the preparation of an annual plan and budget for the fiscal year, showing in reasonable detail, programs and services to be provided during the calendar fiscal year; the various matters proposed to be covered by the budget — including estimated costs and expenses, estimated income and estimated total amount required to be raised to cover costs and expenses and to provide reasonable reserve.

This budget is to be developed and presented to the Board of Directors for approval no later than the last regular Board meeting (in December) of each year.

b. Fiscal Year

The fiscal year will begin on January 1 and end on December 31.

10. LIMITED LIABILITY

No director or officer shall be personally liable to the corporation for monetary damages for breach of fiduciary duty; except that this provision shall not eliminate or limit the liability of a director or officer to the corporation for monetary damages for (a) any breach of the director's or officer's duty of loyalty to the corporation; (b) acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law; (c) acts specified in the Colorado Non-Profit Corporation Act; or (d) any transaction from which the director or officer derived an improper personal benefit.

The corporation will indemnify, and keep indemnified, the directors and officers of the corporation in accordance with, and to the fullest extent permitted by the Colorado Business Corporation Act, from and against any judgments, penalties, fines, amounts paid in settlement, and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) actually incurred by a director or officer in connection with any proceeding in which such director or officer was or is made a party or was or is involved because such person is or was a director or officer of the corporation.

11. CONTRACTS

The Board of Directors may authorize any Officer or agent of the Corporation to enter into any contract or execute any instrument in the name of the Corporation. Such authorization shall only be given in writing, following approval at a meeting of the Board.

12. SUCCESSOR and ASSIGNS

Except as otherwise provided herein, these Bylaws in whole, or in part, shall be binding upon and shall inure to the benefit of the Corporation, and each, personal representatives, successors and assigns of each.

13. SEVERABILITY

Invalidity or unenforceability of any provision of the Bylaws shall not affect the validity or enforceability of any other provision or any valid or enforceable part of a provision of the these Bylaws.

14. IMPLIED RIGHTS of the CORPORATION

The Corporation shall have and may exercise any right or privilege given to it expressly in these Bylaws or, except to the extent limited by the terms and provisions of these Bylaws, given it by law. And, the Corporation shall have and may exercise every other right, privilege, or power and authority necessary or desirable to fulfill its obligations under these Bylaws, including the right to engage necessary labor and acquire use of or purchase necessary property, equipment, or facilities; employ personnel necessary to manage affairs of the Corporation; and obtain and pay for legal, accounting, and other professional services as may be necessary or desirable.

15. AMENDMENTS

The Bylaws of Mosaic Community Project may be amended upon affirmative vote of a majority of the Board of Directors.

16. DISSOLUTION

In the event of dissolution of the Corporation, no part of the Corporation's assets shall inure to the benefit of, or be distributed to, any member of the Corporation. The Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute the remaining assets to such organization(s) operated for one or more of the purposes of the Corporation, or to such charitable or education organization(s) as shall qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code, as amended.