

**BYLAWS OF THE
FORT MORGAN DOWNTOWN BUSINESS ASSOCIATION
FORT MORGAN, COLORADO**

**ARTICLE I
GENERAL**

Section 1. NAME

This organization will be known as the **FORT MORGAN DOWNTOWN BUSINESS ASSOCIATION (FMDBA)** under the laws of the State of Colorado .

Section 2. MISSION STATEMENT

The mission of the Fort Morgan Downtown Business Association shall be to promote and foster a sense of community, bring all aspects of business together to further understanding and to protect and preserve the Downtown Business Area.

Section 3. REGISTERED OFFICE AND REGISTERED AGENT

The location of the registered office and the name of the registered agent of the corporation shall be such as is determined from time to time by the Board of Directors and on file in the appropriate office of the State of Colorado pursuant to applicable provisions of law. Unless otherwise permitted by law, the address of the business office of the registered agent shall be identical. The registered office shall always be located in Fort Morgan, Colorado.

Section 4. LIMITATIONS AND METHODS

The Association shall observe all local, state and federal laws and regulations, including, without limitation, those laws and regulations applicable to nonprofit organizations. The Association shall observe all requirements necessary to maintain tax exempt status under the Internal Revenue Code, Section 501 (c) 6. The Association shall be nonpartisan, nonsectarian, and non-sectional and shall not be used for pecuniary gain or profit of any of its members; it shall not, by resolution or otherwise, support or endorse any candidate for public office.

ARTICLE II MEMBERSHIP

Section 1. ELIGIBILITY

(a) Definitions

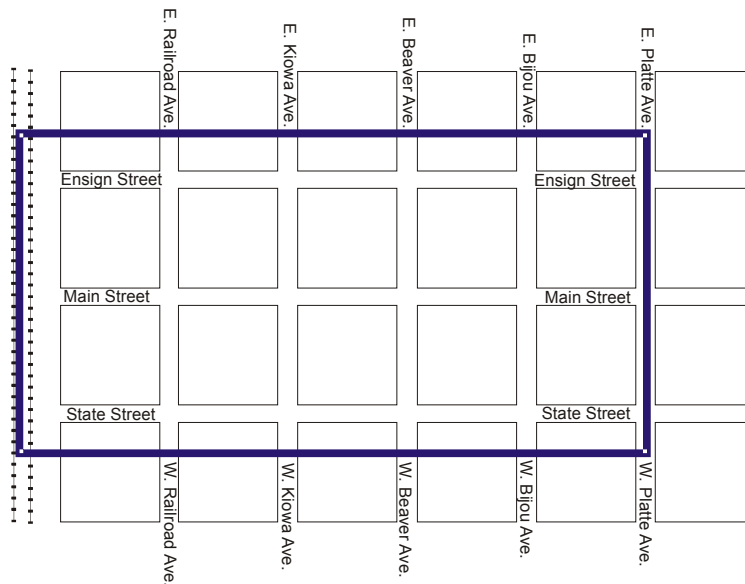
"Business Member" - Any person, association, corporation, partnership or estate having a business or holding commercially-zoned property in Downtown Fort Morgan shall be eligible to apply for membership as a Business Member.

"Associate Member" - Any person, association, corporation, partnership or estate having an interest in the objectives of the Association, but not owning a business or commercially-zoned property in Downtown Fort Morgan.

"Honorary Member" - Any person designated as such by the Board of Directors. Honorary membership is conferred for life.

(b) Boundaries

The FMDBA shall consist of the five (5) square blocks (100 to 500) of downtown Fort Morgan from south side of Platte Avenue to the railroad tracks. Including all properties on the east and west sides of State and Ensign streets 100 to 500.



Section 2. ELECTION

Applications for membership shall be submitted to the Board of Directors. The Board of Directors reserves the right to reject any application. Membership shall become effective upon payment of the regularly scheduled dues as provided in Section 3 of Article II.

Before exercising the rights and privileges of membership, any eligible person shall submit to the Board a completed application containing the following data:

- a. Date of application
- b. Name, address and phone number
 - c. Full name, residence or business address and telephone number, if available.

Section 3. DUES

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors. Honorary Members shall be exempt from annual dues.

Section 4. TERMINATION

Any member may resign from the Association upon written notice to the Board of Directors. A member is liable for dues until a resignation notice is received. All monies that have been paid in dues will at that time be forfeited to the FMDBA. A membership will be forfeited for nonpayment of dues, if the dues are not paid within ninety (90) days after the due date. Such membership may be reinstated upon payment of dues and acceptance by the Board of Directors. Any member may be expelled from membership by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming of a member or prejudicial to the purposes and objectives of the Association, after notice and opportunity for a hearing are afforded the member.

Section 5. EXERCISE OF PRIVILEGES

Each FMDBA Business Membership shall be entitled to cast one (1) vote in any election, referendum or membership meeting. Associate Members and Honorary Members are non-voting memberships. Any person, association, corporation, partnership or estate holding membership may appoint individuals, whom the holder desires to exercise the privileges of membership covered by its subscription, and shall have the right to change its membership representative upon written notice.

ARTICLE III MEETINGS

Section 1. SCHEDULED MEETINGS

(a) Membership Meetings

General meetings of the Association shall be held every month at a time and place

determined by the Board of Directors. An Annual meeting of the full membership shall be held in January of each year. Special meetings may be called by the President, a majority of the Board of Directors, or by any members in good standing. Such request should be in written form or can be verbal. For each request, state the subject or subjects to be discussed at the requested meeting and shall be delivered to the President at least seven (7) days prior to the requested meeting date. Discussion at such requested meeting shall be limited to the subject or subjects stated in the petition. Notification of special meetings shall be made to each member at least five (5) days prior to such meetings. A majority of at least five (5) of the voting membership in attendance shall constitute a quorum at any membership meeting.

(b) Board of Directors Meetings

Board meetings shall be held once per quarter. Special Meetings of the Board of Directors may be called by the President or by written application of two (2) members of the Board. At least two (2) day's written notice shall be given with the notice stating the purpose of such special meeting. The Board of Directors may waive notice in writing of any such meeting. Board meetings shall be held at such place as shall be approved by a majority of the Board members. At all Board of Directors meetings, a majority of the Board shall constitute a quorum.

(c) Committee Meetings

Committee meetings may be called at any time by the President, the Board of Directors, or by the committee's chairperson. The Committee Chairman shall advise the President as to the place and time of such meetings and shall endeavor to keep the President informed of business conducted at such meetings. A simple majority of the Committee membership shall constitute a quorum at any Committee meeting. The President shall serve as Ex-Officio member of all committees.

ARTICLE IV BOARD OF DIRECTORS

Section 1. COMPOSITION AND DUTIES OF THE BOARD

The Board of Directors shall be composed of seven (7) members, three (3) officers (President, Secretary, Treasurer) which shall be chosen for a term of one (1) year and four (4) directors chosen for a term of two (2) years. The first year only, two (2) directors will serve 2 year terms and two (2) will serve one year terms. These terms will be served until their successors are elected and have qualified. All Board of Directors must be "Business Members" in good standing. "Associate Members" and "Honorary Members" are not eligible to serve as Directors or Officers. The policy-making responsibilities of the Association shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2. SELECTION AND ELECTION OF DIRECTORS

(a) Nomination Process

At the regular July membership meeting, the President shall call for nominations from the membership. Any persons nominated have the right to refuse nomination. After all nominations are made the President shall then call for a vote of the "Business Membership", at which point those with the majority vote will be seated as the Board of Directors-elect. Each candidate must be an active member in good standing and must have agreed to be a director. No board member may be elected to serve more than six (6) consecutive years.

(b) Publicity of Nominations

The Secretary shall immediately notify the membership of the names of those persons nominated as candidates and the right of petition.

(c) Nomination by Petition

Additional candidates can be nominated by a petition bearing the genuine signatures of at least five (5) voting members of the FMDBA. Such petition(s) shall be filed with the Board of Directors within ten (10) days after notice has been given of the names of those nominated by the General Membership. The determination of the Board of Directors as to the legality of the petition(s) shall be final.

(d) Determination

If a legal petition shall present additional candidates, an election shall be held at the October membership meeting. The names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for that number of candidates which equals the number of the nominated slate. The ballots shall identify those candidates nominated by the General Membership. The ballots shall be distributed to and collected from the voting members in attendance at said meeting. The candidates receiving the highest number of votes shall be elected to fill the seats of board members whose terms are scheduled to expire on December 31st .

If no additional candidates are presented by a legal petition, the candidates nominated by the General Membership shall be declared elected by the Board of Directors at their next regularly scheduled meeting.

Section 3. SEATING OF NEW DIRECTORS

All newly-elected Board members shall be seated at the regular November meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the year end, December 31st .

Section 4. VACANCIES

The Board of Directors shall have the authority to remove any director who: (a) be absent from three (3) consecutive regular meetings ; (b) who shall fail to uphold the purposes and objectives of the FMDBA; or (c) who shall fail to meet the requirements for membership. Any vacancy occurring on the Board may be filled by appointment of the President with the concurrence of the Board of Directors. A director so appointed shall complete the term of the position being filled.

ARTICLE V OFFICERS

Section 1. DUTIES OF OFFICERS

PRESIDENT - The President shall serve as the Chief Executive Officer of the FMDBA and shall preside at all meetings of the membership and Board of Directors. The President shall, with the advice and counsel of the other Officers and Directors, determine all committees, select all chairpersons, assist in the selection of committee personnel. The president will also serve as a tiebreaker in all voting decisions.

SECRETARY - The Secretary shall serve as the Chief Administrative Officer of the FMDBA. This person shall serve as Secretary to the Board of Directors and all general membership meetings, and is to prepare notices for and minutes of meetings of the Board and general membership. The Secretary shall also perform the duties of the President in case of his/her absence or disability.

TREASURER - The Treasurer shall serve as Chief Financial Officer of the FMDBA. The Treasurer shall be responsible for the funds received by the Association and for their proper disbursement. Checks drawn on the Association's account(s) shall be signed by the Treasurer and/or the President. The Treasurer shall make a monthly financial report to the Board and general membership.

DIRECTORS - Advise and counsel the President and/or Officers of the Board of Directors. Approve Committees, Committee Chairpersons, expenditures and the annual budget. Assist with the day to day operations of the FMDBA. They shall also perform other duties as assigned from time to time by the President and/or Officers of the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. APPOINTMENT AND AUTHORITY

The President, by and with the approval of the Board of Directors, shall appoint all

committees and committee chairpersons. He or she may appoint or disband such ad hoc committees and their chairpersons as he or she deems necessary to carry out the program of work for the Association. Committee Chair appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President. It shall be the function of the committee to make investigations, give recommendations to the Board, and to carry on such activities as delegated to them by the Board.

The Board, by majority vote, may approve standing committees to better facilitate the accomplishment of the Association's program of work. Such committees shall be deemed permanent except by a majority vote of the membership at any duly designated membership meeting. Standing Committees shall include, but are not limited to, Finance, Membership, Promotions, and Downtown Business Area. Each of the standing FMDBA committees shall be composed of at least three (3) members, each of whom shall be voting members. Other Committee members may be non-voting members.

ARTICLE VII FINANCES

Section 1. FUNDS

(a) Operating Funds

The FMDBA shall maintain the following Operating Funds:

1. Promotion Fund. The Promotion Fund shall consist of all monies designated for expenditure to promote the Downtown Business Area, including but not limited to, Business Member dues, revenues earned from activities, the proceeds of which are designated for the Promotion Fund, and donations which are specifically restricted for use promoting the Downtown Business Area by the donor(s).
2. General Fund. The General Fund shall consist of all monies designated for expenditure to run the FMDBA, including but not limited to, Business Member dues, Associate Member dues, revenues earned from activities, the proceeds of which are designated for the General Fund, and donations which are specifically restricted for use in running the FMDBA by the donor(s).
3. The Treasurer may also have the option of investing excess funds in an interest bearing account in the financial institution where the general operating account is located, with the approval of the Board.

(b) Restrictions on Use and Expenditure of Business Area Funds

Revenue raised for, or donated to the FMDBA shall be used and expended in such manner as shall be directed by the Board of Directors at regularly scheduled or special meetings.

Section 2. DISBURSEMENTS

The Treasurer and/or President shall be authorized to make disbursements on accounts and for expenses provided for in the budget, as well as any other expenses that are approved by the Board of Directors or general membership during the fiscal year.

Section 3. FISCAL YEAR

The fiscal year of the Association shall begin on January 1 and close on December 31.

Section 4. BUDGET

As soon as possible after November, the Finance Committee shall prepare a budget for the next fiscal year. Such budget shall be reviewed by and is subject to the approval of the Board of Directors.

Section 5. RECORDS AND ACCOUNTING

The Association shall keep such financial, tax and accounting records as are required for financial, accounting and tax purposes and such additional records as may be required by the Board from time to time.

ARTICLE VIII INDEMNIFICATION AND LIABILITY

Section 1. INDEMNIFICATION

Each person who is or was a director or officer of the association (including the heirs, executors, administrators and estate of such person), the City of Fort Morgan, Colorado, and Morgan County, Colorado, shall be indemnified by the association as a right to the full extent permitted or authorized by laws of Colorado, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorney's fees) asserted or threatened against and incurred by such person's status as a director or officer of the association. The indemnification provided by this Bylaw provision shall not limit, in any way, any right which the association may have to make different or further indemnification with respect to the same or different persons or classes of persons. No person shall be liable to the association for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by such person as a director or officer of the association, if such person (i) exercised the same degree of care and skill as a prudent man or woman would have exercised under the circumstances in the conduct of his or her own affairs,

or (ii) took or omitted to take such action in reliance upon advice of counsel for the association, or upon statements made or information furnished by directors, officers, employees or agents of the association which such person had no reasonable grounds to disbelieve.

Section 2. Absence Of Personal Liability

The officers and board of directors of the association are not individually or personally liable for the debts, liabilities or obligations of the association.

ARTICLE IX DISSOLUTION

Section 1. PROCEDURE

The FMDBA shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall be distributed to the members of the Association. On dissolution of the FMDBA, any funds remaining shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors. Such organization must, however, be a Fort Morgan based organization with headquarter offices within the city limits of Fort Morgan.

ARTICLE X AMENDMENTS

Section 1. REVISIONS

These bylaws may be amended or altered by a majority of the members at any regular or special meeting. Notice shall be given to the entire membership no less than fifteen (15) days prior to any meeting where the proposed amendment is to be discussed. The proposed amendment shall be presented in writing at the meeting. It shall be discussed by the members, and then either be voted on or tabled to be voted on at the next general membership meeting.

ARTICLE XI RULES OF ORDER

Section 1.

The proceedings of all FMDBA meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order Newly Revised, Except where those rules are in conflict with the By-Laws.