



Bylaws of the Rangely Main Street Program

ARTICLE 1

Name, Principal Office, and Term

SECTION 1: The name this organization shall be known as is "TREAD." TREAD's duration shall be perpetual, unless dissolved by resolution of the Board of Directors, per Article 3, Section 2. The principal office for TREAD will be located at Town Hall, 209 E. Main Street, Rangely, Colorado 81648.

ARTICLE 2

TREAD'S PURPOSE

Section 1: TREAD's purpose is well defined in their Vision and Mission Statement, which is listed below.

Vision Statement:

"TREAD invites diverse partnerships to drive economic resiliency, promotes power of place, and enhances the quality of life in our community."

Mission Statement:

"The Rangely Main Street Program is devoted to working together as a community to preserve our small-town identity while developing a vibrant downtown attractive to residents, businesses and tourists."

ARTICLE 3

ADMINISTRATION

Section 1: Prohibition of Private Inurement

No part of the net earnings or budget allotted to this organization shall inure to the benefit of or be distributable to its members, directors, trustees, officers, or other private persons.

Section 2: Dissolution

TREAD may only be dissolved by action of the Board of Directors.

Section 3: Under Umbrella of Town

TREAD, the Main Street Program for the Town of Rangely, shall exist as a division of the Town of Rangely under the Rangely Development Agency Fund.

Section 4: Amendments

The Board of Directors may recommend amendments, repeal bylaws, or adopt new bylaws as the program progresses and as deemed warranted. Such recommendation will require a two-thirds vote of members present at any duly called meeting of the Board of Directors.

ARTICLE 4

Section 1: Board Information

Number and Tenure: The Main Street Board of Directors shall consist of no less than five (5) members with a breadth of knowledge and experience. Term limits will not be instituted at this time; however, it is expected when a member is appointed to the Board, they should commit to at least two years of service.

- 1) **Duties:** The duties of the Board members are as referenced in the Board Member Job Description.
- 2) **Committees:** The Board shall be comprised of four committee chairs which will represent the four-point approach and focus of the Main Street Program. The committees will be:
 - a. **Organization:** Involves creating a strong foundation for a sustainable revitalization effort, including cultivating partnerships, community involvement, and resources for the Town.
 - b. **Promotion:** Positions the Town and its commercial districts as the center of the community and hub of economic activity, while creating a positive image that showcases a community's unique characteristics.
 - c. **Economic Vitality:** Focuses on capital, incentives, and other economic and financial tools to assist new and existing businesses, catalyze property development, and create a supportive environment for entrepreneurs and innovators that drive local economies.
 - d. **Design:** Supports the City's transformation by enhancing the physical and visual assets that set the commercial districts apart.

- 3) **Appointments:** New candidates seeking appointment to the Board of Directors shall submit a letter outlining their qualifications for the position. The Board of Directors shall review and choose to either recommend or not recommend the appointment.
- 4) **Removal of Board Members:** A Board Member can be removed from his or her term, based on the violation of the Main Street Program Protocol. Other causes which could result in removal may be, but are not limited to a conflict of interest or unethical behavior, consistent disruption of meetings, excessive absences (missing three (3) consecutive regular meetings), illegal activity, or any violation of the Colorado Code of Ethics, C.R.S. 24-18-101 et seq. The Board of Directors shall approve or deny the removal following a hearing that includes a basis for the proposed removal.
- 5) **Vacancies:** All vacancies shall be filled by a successor, if deemed necessary, by the Board of Directors. Efforts will be made to recruit for vacancies with said vacancies being filled as quickly as deemed possible by a vote of the Board of Directors.
- 6) **Compensation:** Members of TREAD's Board of Directors are expected to serve on the Board as a volunteer to assist with carrying out the vision and mission of TREAD.
- 7) **Conflict of Interest:** Board members shall avoid conflicts of interest. A conflict of interest occurs when a transaction or agreement with TREAD occurs in which the Board member has a direct or indirect interest. A conflict-of-interest transaction is not voidable by TREAD solely because of the Board member's interest in the transaction if any of the following is true: (1) the material facts of the transaction and the Board member's interest were disclosed or known to the Board, and they approved or ratified it; and (2) the transaction was fair to TREAD. No board member shall use her position to profit or realize an advantage at the expense of the TREAD. No board member shall contract with TREAD to provide services during his term of office, unless it is agreed that there is no viable alternative.

Section 2: Meetings, Voting, and Conduct

- A. **Regular Meetings:** Meetings will be called as necessary to carry out the roles and responsibilities of TREAD. Though not required, a public notice of all Board meetings may be posted.

- B. **Special Meetings:** Special meetings of the Board of Directors may be called by any member within twenty-four hours written notice to each member. Special meetings may also be called during any duly convened meeting for a future date by vote of the Board of Directors. Though not required, a public notice of the meeting may be posted.
- C. **Executive Sessions:** The Board of Directors may meet in an Executive Session. Executive Sessions may be called by any Board Member.
- D. **Quorum:** A quorum for conducting business shall be considered a majority of the number of seats on the Board of Directors. The action of a majority of the members present during a quorum shall be the action of the Board of Directors.
- E. **Records and Minutes:** Minutes and records of proceedings will be retained and posted on the website for TREAD for public viewing.

ARTICLE 5

OFFICERS

The election of officers shall take place at the first meeting of each calendar year. In the case of vacancies of officers, an election shall be held at the meeting following the vacancy of any officer.

Section 1: President

The President of the Board of Directors shall run meetings.

Section 2: Vice-President

The Vice-President of the Board of Directors shall run meetings in the absence of the President. The Vice-President shall assume the position of President of the Board of Directors in the instance that the President's seat is vacated, or the President is removed.

ARTICLE 6

Finances

Section 1: Fiscal Agent

The Rangely Development Agency shall serve as the fiscal agent for TREAD.

ARTICLE 7

Indemnification

Members of the Board of Directors are covered by the Town's insurance as volunteers when they are working on a TREAD project so long as they act within the scope of their authority.

ARTICLE 8

Amendment of Bylaws

The Board may amend these bylaws at any time to add, change, or delete a provision. Such amendments shall be made only by a majority quorum or majority vote of the members.

ARTICLE 9

Compliance

These bylaws shall not be interpreted to abrogate or supersede any City ordinances or State statutes. If a conflict occurs, the City and/or State statute shall prevail.


ARTILCE 10

REPORTING REQUIREMENTS AND RESPONSIBILITIES

SECTION 2. The Board shall draft an annual budget, annual work plan, and maintain a five (5) year strategic plan to be approved by resolution of the board. In accordance with the Colorado Main Street requirements, the Board shall also oversee the submission of quarterly reports, attendance or participation in training required by Colorado Main Street, as well as facilitate annual visits from DOLA personnel. These activities shall be performed by the TREAD Manager or a designated Board member.

WITNESSETH, that we, the undersigned TREAD board hereby adopt and enact these bylaws, herein set forth in full, and that these bylaws shall henceforth be in full and proper effect as of the date set forth below, unless and until amended as provided herein, or until TREAD is fully dissolved and ceases to exist. Should any provision(s) of any section by these bylaws be held invalid by a court of law, or repudiated or repealed by said TREAD Board, the remainder of that provision or section of these bylaws shall remain in full effect from the ineffective provision(s).

Signature :



Jeannie R. Caldwell, Executive Director



Lisa Piering, Town Manager