

Bylaws
of
Berthoud Main Street
A Colorado Non-Profit Corporation

ARTICLE I

Name and Principal Office of Corporation

Section 1. The name of the organization shall be Berthoud Main Street (“the Organization”), a Colorado nonprofit corporation.

Section 2. The Address of the Organization is 333 ½ Massachusetts Avenue, Berthoud, CO 80513. Mailing Address: 333 1/2 Massachusetts Avenue, BOX 4, Berthoud, CO 80513

ARTICLE II

Purpose

Section 1. Our mission is to strengthen and preserve the unique character of Downtown Berthoud by championing local businesses, celebrating arts and culture, and creating experiences that bring our community together. We strive to honor the historic charm of our downtown while fostering a vibrant, walkable district where small businesses and community connection thrive. Berthoud Main Street envisions a downtown that preserves its unique character, strengthens local businesses, honors history, inspires innovation, celebrates the arts, and encourages community connection.

Section 2. The Organization is organized exclusively for charitable, educational, and community development purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Organization’s purpose is to promote the historic preservation and economic vitality of downtown Berthoud through the Main Street Four-Point Approach: Organization, Promotion, Design, and Financial Sustainability. Additionally, the corporation may receive, administer and distribute funds in connection with any activities related to the above mission, however, that the Organization shall only engage in activities that are in the purview of Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. In the event of dissolution or liquidation of the corporation any assets then remaining shall be distributed among such other organizations as shall qualify at the time as exempt organizations described in Code Section 501(c)(3) of the Internal Revenue Code of 1986 as the Board of Directors shall determine, such assets to be used for purposes consistent with the mission and charitable purposes of the Organization.

Section 3. Non-Discrimination.

The Organization shall not discriminate on the basis of race, color, national origin, religion, age, gender, sexual orientation, disability, or any other legally protected status.

Section 4. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, any Director, Officer, or other private person, except that the Organization is authorized to pay reasonable compensation for services rendered. The Organization 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. No substantial part of the activities of the Organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as permitted under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

Program Area

Section 1. The Organization's boundary covers the geographic area indicated on the attached map: First Street to Tenth Street East to West, and Massachusetts Avenue to Welch Avenue North to South in Berthoud, Colorado. This area may be amended with a majority vote of the Board of Directors and these bylaws will be updated to reflect the amendment.

ARTICLE IV

Membership and Meetings

Entities located within the Organization's boundary area shall be recognized as members and supporters of the Organization. No membership dues shall be required and the Organization shall have no statutory members as defined under Colorado nonprofit law. Meetings shall be open to all members and supporters, as well as to the general public.

ARTICLE V

Board of Directors

Section 1. The Organization shall be governed by a Board of Directors ("Board"), which is responsible for policy, strategy, and oversight of the Organization's activities and finances. The Board of Directors shall have full authority for governance, strategic direction, and fiduciary oversight of the Organization.

Section 2. The Board shall consist of not fewer than seven (7) or nine (9) Directors. Directors shall serve staggered terms to promote continuity. The President, Secretary, and three (3) Directors will serve three (3) year terms. The Vice President, Treasurer, and remaining Directors will serve two (2) year terms. A Director may serve up to three (3) consecutive terms.

Section 3. Directors shall be elected by a majority vote of the Board upon recommendation from the Nominations Committee, which shall consider input and nominations from the Organization's membership. Directors should be residents, business owners, or active stakeholders in the Berthoud community with interest and experience relevant to the Organization's mission. The Nominations Committee shall consist of not less than three (3) Organization members and shall

have as chairperson a member of the Board responsible for directing and coordinating the affairs of the committee. Nominations will take place in October. The Nominations Committee shall be disbanded upon the conclusion of the election process, and a new Committee shall be convened at such time in advance of the next annual meeting as necessary to conduct its business.

Section 4. A Director elected to fill a vacancy is elected for the un-expired term of his or her predecessor in office. Any Director may resign by submitting a written notice of resignation to the Secretary. Any Director may be removed from office at any time by the affirmative vote of the majority of the Directors in office.

ARTICLE VI

Director Meetings

Section 1. The Board shall hold an annual meeting to elect officers, adopt a budget, and conduct other business Q4 of each year.

Section 2. The Board will hold regular meetings and may call special meetings. Regular Meetings shall be held six times per calendar year. Special meetings may be called by the President or any four (4) Directors. Written notice of the time, place (in-person or virtual) and agenda for both regular and special meetings shall be given to each Director by email at least five (5) days before the meeting.

Section 3. At all meetings of the Board, a majority of the voting Board members shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting periodically, without notice, other than announcement at the meeting, until a quorum shall be present.

Section 4. Directors may act by written consent, including electronic communications, as allowed under Colorado nonprofit law.

ARTICLE VII

Officers

Section 1. Officers shall include: President, Vice President, Secretary, and Treasurer.

- President: The President shall preside at all Organization and Board of Directors meetings but may at his or her discretion or at the suggestion of the Directors arrange for another Officer to preside at special meetings. The President shall perform such duties as are usually incumbent upon that officer and such other duties as may be prescribed by resolution of the Board of Directors.
- Vice President: The Vice President shall have such duties and responsibilities as the President or Board of Directors may periodically prescribe.

- Secretary: The Secretary shall record and maintain in good order minutes of all Organization membership and Board of Directors meetings and all records and correspondence of the Organization. The Secretary shall make available by appropriate media copies of the minutes of each meeting to all Organization members within two (2) weeks or before the next meeting, whichever is shorter, from the conclusion of each meeting. The Secretary shall also have such other duties as may be prescribed by the Organization membership or the Board of Directors.
- Treasurer: The Treasurer shall maintain in good order all financial records of the Organization. The Treasurer shall also have such other duties as may be prescribed by the membership or the Board of Directors.
- Temporary Officers. In case of the absence or disability of any Officer of the Organization and of any person authorized to act in his or her place during such periods of absence or disability, the President may periodically delegate the powers and duties of such Officer

Section 2. The Board of Directors may appoint Ex-Officio members to the Board. Ex-Officio members shall serve by virtue of the position they hold and shall not be voting members of the Board unless otherwise required by law.

- Town Liaison: The Town Liaison shall serve as a non-voting Ex-Officio member of the Board and shall act as a point of communication between the Organization and the Town of Berthoud. The Town Liaison shall provide information related to municipal initiatives, policies, and processes relevant to the Organization's mission, and shall facilitate coordination and collaboration between the Organization and the Town, as appropriate. The Town Liaison shall not exercise governance authority or vote on matters before the Board.
- Main Street Manager: The Main Street Manager, also referred to as the Executive Director if so titled, shall serve as a non-voting Ex-Officio member of the Board. The Manager/Executive Director shall be responsible for the day-to-day administration and implementation of the policies, programs, and strategic direction established by the Board. The Manager/Executive Director shall attend Board meetings, provide reports as requested, and serve as a professional advisor to the Board, but shall not vote on matters before the Board.
- Immediate Past President: The Immediate Past President shall serve as an Ex-Officio member of the Board of Directors and shall act in an advisory capacity to the President and Board of Directors as needed.

Section 3. Officers shall participate as full voting members of the Executive Committee. The Officers of the Organization shall be elected by a majority vote of the Board of Directors.

ARTICLE VIII

Main Street Manager (Executive Director)

Section 1. The Main Street Manager, also referred to as the Executive Director if so titled, shall direct the daily operations and activities of the Organization and its committees, subject to the policies, direction, and oversight of the Board of Directors. The Manager/Executive Director shall be responsible for the administration and implementation of the policies, programs, and strategic direction established by the Board; shall attend meetings of the Board in a non-voting capacity; shall provide reports as requested; and shall serve as a professional advisor to the Board. The Manager/Executive Director shall oversee the administration of the Main Street program, serve as the authorized spokesperson for the Organization on matters approved by the Board, coordinate work plans and projects in support of committees and volunteers, and provide necessary administrative support, information, and resources to ensure successful implementation of programs and initiatives. The Manager/Executive Director shall further be responsible for volunteer coordination and management, including recruitment, training, communication, leadership development, and recognition, recognizing that volunteer engagement is essential to the success of the Organization. The Manager/Executive Director shall perform such other duties as may be assigned by the Board of Directors.

ARTICLE IX

Committees

Section 1. The Organization shall have at least four (4) standing committees designated as the Promotion, Design, Organization, and Economic Vitality committees. Each committee shall consist of a Director chair and not less than two (2) additional Organization members. The Director shall be responsible for directing and coordinating the affairs of the committee. In the event the chairperson is not a Director, a Director should serve on the committee. The terms of the committees shall be for one year.

Section 2. The Board may establish ad hoc committees (e.g., Nominations Committee) as needed.

ARTICLE X

Finances

Section 1. The fiscal year shall be from January 1 to December 31.

Section 2. Authorization for the spending of Organization funds shall be contingent on appropriate resolution by the Board of Directors. All expenditures made shall be reported to the Board of Directors at its next regular meeting. The Board may, at its discretion, authorize a suitable budget for an Officer or the Executive Director to be used for a specific set of requirements, this budget then being available for use as that Officer or Executive Director sees fit. This budget option does not relieve such persons from reporting these expenditures to the Board as normally required. Except as the Board of Directors may generally, or in particular cases, authorize the execution thereof in some other manner, all checks, drafts and other

instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Organization by any two (2) of the following people: the Executive Director, the Organization President or Organization Treasurer. In those cases of checks issued in the amount of \$500 or less, only one of these authorized signatures is required.

Section 3. All funds shall be deposited to a Berthoud Main Street account in a financial institution selected by the Board of Directors.

Section 4. The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest or device for the Organization as well as grants, matching funds and fundraising proceeds.

Section 5. Within 30 days of the election of the Board of Directors each year, the Board shall approve an Organization budget for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

Section 6. Not later than three months after the close of each fiscal year, the Organization Treasurer shall prepare:

- A balance sheet showing in reasonable detail the financial condition of the Organization at the close of the fiscal year;
- A statement of the source and application of funds showing the results of the operation of the Organization during the fiscal year.

Section 7. The Board shall provide for periodic audit or financial review.

ARTICLE XI

Indemnification & Insurance

Section 1. To the extent permitted by Colorado law, the Organization shall indemnify Directors and Officers.

Section 2. The Organization may purchase Director & Officer and Professional Liability insurance.

ARTICLE XII

Amendments

Section 1. The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a majority vote of the Directors present at any duly called meeting of the Board, provided that no such action shall be taken if it would in any way adversely affect the Organization's qualifications under Section 501(c)(3) of the Internal Revenue Code and corresponding sections of any prior or future law.

CERTIFICATION

These bylaws were approved by the Board of Directors of Berthoud Main Street on February 8, 2026.