



SPANISH PEAKS  
BUSINESS ALLIANCE

# Board Manual

Last Updated September 29, 2021

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## Mission

The mission of the Alliance is to support and develop businesses of the region through networking, education, promotion and advocacy.

## Vision

The vision is to expand the network of communication and collaboration among businesses of the Spanish Peaks region, and to complement the work of Huerfano County Economic Development Inc. and the Tourism Board. The Alliance will serve the larger regional business community including all of Huerfano County as well as neighboring partner communities of the Highway of Legends such as Aguilar, Stonewall and Weston.

## Current and Past Board Members

Sarah Jardis - 2020 President, Co-Founder

James Shoff - 2020 Vice President

Kelly Delia - 2020 Secretary-Treasurer

Arica Andreatta - 2020 Past President, Co-Founder

Aubrey Lykins - 2020 Programming Director, Co-Founder

Michelle Tschetter - 2020 Marketing Director

# Formation Resolution

## Huerfano County Economic Development Inc.

### Board Resolution #2-2018

The undersigned authorized representative of Huerfano County Economic Development Inc. Board of Directors hereby certifies that the board duly adopted the following resolution on the 10<sup>th</sup> day of October 2018.

Whereas:

- 1) Huerfano County Economic Development Inc. (HCED), is a community development corporation and the economic development organization for Huerfano County, Colorado;
- 2) Business retention and expansion is an important role for local economic development organizations;
- 3) HCED has established the Spanish Peaks Business Alliance (SPBA) as a quasi-independent division of HCED to be primarily governed by the membership of the SBPA and this resolution;
- 4) The mission of the SPBA is to support and develop businesses of the region through networking, education, promotion and advocacy. The SPBA will make this their primary focus and drive business retention and expansion efforts throughout the region; and
- 5) The SPBA has established its own by-laws, to be approved by the membership thereof.

Therefore, be it resolved that:

- 1) This resolution shall serve as a memorandum of understanding between HCED and the SPBA;
- 2) Membership in the SPBA does not convey or confirm membership in HCED;
- 3) HCED will register a Doing Business As name for Spanish Peaks Business Alliance;
- 4) HCED will establish a bank account on behalf SBPA for which the officers of SBPA shall have signature authority. The HCED will not transfer funds from this account without the consent of the SPBA;
- 5) HCED has appointed Arica Andreatta, Sarah Jardis, and Aubrey Lykins as founders of SPBA, charged with standing up the organization and holding elections by the end of 2019;
- 6) SPBA shall submit an annual budget to the Treasurer of HCED and an annual programming plan to the Board of HCED;
- 7) Either the President, Vice President, Secretary, or Treasurer of the SPBA shall serve as an advisory member of the HCED Board of Directors;

- 8) SPBA shall not seek or obtain credit and HCED will apply for grants on behalf of SPBA;
- 9) SPBA officers shall be held to the same standards as HCED Board members and HCED shall have the power to remove an SPBA officer for causes enumerated in the HCED by-laws and under the same process;
- 10) HCED will seek to hire staff with a specific focus on business retention and expansion in coordination with SPBA, as funding permits;
- 11) If the HCED Board finds that the SPBA is no longer functioning, HCED may dissolve the SPBA and absorb any remaining funds or appoint a committee to re-establish SPBA;  
and
- 12) Should HCED cease to function the SBPA may use the funds in the account established for that purpose to create a new non-profit to continue their work.

# Current Membership Levels

## **Corporate Membership - \$1000**

Designed for businesses and governments, purchasing membership on behalf of it's owners, management and staff for promotion, development and networking.

10 attendees per meeting

## **Executive Membership - \$250**

Designed for a business owner who finds value in promotion, professional development and networking.

2 attendees per meeting

## **Non-profit Membership - \$100**

Designed for the non-profit entity who finds value in promotion, professional development, networking and the Holiday Giving Celebration year end fundraising opportunity.

2 attendees per meeting

## **Associate Membership - \$50**

Designed for the individual who finds value in promotion, professional development and networking.

1 attendee per meeting

## **Entrepreneur Membership- \$50**

Designed for the *home based business* who finds value in promotion, professional development and networking.

1 attendee per meeting

## **Guests and Non-Members**

Always Welcome at SPBA Events

Price Will Vary in the \$12-\$15 Range

# Financial Information

## Bank Information

Bank Name	
Bank Address	
Account Number	
Routing Number	

## Current Year Budget

# Business Accounts

## Communal Accounts

Resource	URL	User Name	Password
MailChimp			
Shared Gmail			
Stripe			

## Individual Accounts

Fundly  
Wix



# Bylaws

**Ratified September 29, 2021**

## Article 1 – Name

The name of the organization shall be the Spanish Peaks Business Alliance.

## Article 2 – Mission Statement

To support and develop businesses of the Spanish Peaks Region through networking, education, promotion and advocacy.

## Article 3 – Membership

**3.1 Membership.** Membership in the organization shall be open to all business and nonprofit people interested in the mission of the organization.

**3.2 Member.** A member in good standing is one who has paid the appropriate dues to the organization for the current fiscal year. Any member in good standing shall have the right to vote at the annual meeting, participate in general meetings and are eligible to hold a Board member position in the organization

**3.3 Annual Meeting.** An annual business meeting of the organization shall be held in the fourth Quarter of each year and shall be open to all members. The election of the Board shall take place at that meeting. The annual meeting may be combined with a regular member meeting.

**3.4 Member Meetings.** Member meetings to be made up of a combination of programmed meetings, no less than four (4) each fiscal year, and networking aka 'mixer' meeting, no less than four (4) each fiscal year. Date and location of member meetings shall be determined by the Board.

**3.5 Member Termination.** A member may be terminated from the organization for cause. Any member termination shall be approved by a two-thirds (2/3) vote of the Board. Any member thus terminated shall receive a refund of dues prorated to the date of termination.

**3.6 Member Resignation.** Any member may resign their membership at any time by giving written notice to a Board member. Resigning members are not entitled to receive a refund of any dues paid for that fiscal year.

## Article 4 - Board Members

**4.1 Elected Members.** The Elected Board Members shall be: (1) President; (2) Vice President; (3) Secretary-Treasurer; and (4) Program Director. Their duties shall be outlined in Addendum A.

**4.2 Terms.** The term of Board member shall be one (1) year. Board members shall only be allowed to hold any given Board position for a maximum of two (2) consecutive full terms. Any part of a term to exceed six (6) months shall be considered a full term.

**4.3 Elections.** The President, Vice President, Secretary-Treasurer, and Program Director shall be elected at the annual meeting. Newly elected Board members shall be introduced at the annual meeting and assume office on January 1st.

**4.4 Appointed Members.**

- a) The position of Marketing Director will be nominated by the President and confirmed by the Board of Directors. The Marketing Director shall be a voting member of the Board.
- b) The most recent Past President will also serve as a voting member of the Board. Should the most recent Past President be unable or decline to serve the Board will nominate an existing member to fill the vacancy with the title "Member at Large" and the responsibilities of the Past President role.

**4.5 Vacancies.**

- a) In the event of a vacancy in the role of President, the Vice President shall fill the role.
- b) In the event of a refusal to assume the positions per a) above, or for any other Board vacancy, the Board shall seek replacements first from within the Board then from the existing current membership. The vacancy shall be replaced by a majority vote of the remaining Board.
- c) If, after thirty days, additional members should not be found that are willing to assume a Board position, an existing Board member may be appointed by a majority vote of the Board to hold two or more positions. Except that the President and Secretary-Treasurer positions shall not be held by the same person.
- d) Any vacancies filled according to the stipulations of section 4.5 shall be for the remainder of the term only.
- e) Term limits specified in section 4.2 shall not apply to Board vacancies filled in accordance with section 4.5.

**4.6 Good Standing.** All Board members shall be members in good standing of the organization. Only persons who have consented to serve as a member of the Board may be elected.

**4.7 Resignation.** Resignations from the Board shall be made in writing to the President.

**4.8 Removal.** Any Board member may be removed from their Board position as follows:

- a) Any member may request the removal of a Board member for cause. Such requests shall be submitted in writing to the President or Vice President or shall be made in person at a scheduled Board meeting.

- b) The request for a Board member removal must be approved by a two-thirds (2/3) vote of the Board members at the next regular or special Board meeting called under the terms of section 6.4. The Board member in question shall not be allowed to participate in the vote.

**4.9 Duties.** Duties of the Board members are detailed in Addendum A. In addition, all Board members are expected to attend all Board Meetings and to attend and help with member meetings including mingling with members and helping with sign-in.

## Article 5 - Annual Meeting and Elections

**5.1 Annual Meeting.** Per Section 3.3 an annual business meeting of the organization shall be held in the fourth quarter of each year and shall be open to all members. During this meeting the current board will give an update on the membership and finances of the organization and Board Elections will be held.

**5.2 Election Officer.** The most recent Past President will serve as the election officer, tasked with counting ballots and recording proxies. Should the most recent Past President wish to seek an office then the Board will accept volunteers to serve as Election Officer.

**5.3 Candidates.** Any member in good standing may declare themselves a candidate for any elected position on the Board. Any member can be nominated by a fellow member and may be considered upon accepting the nomination.

**5.4 Voting.** All matters put before the general membership for a vote shall be decided by a vote of the majority of the members present at that meeting.. All voting for Board Members will be by secret ballot. Any motions or questions for the membership may be adopted by a show of hands or other similar method.

**5.5 Proxy.** Any member may designate another member as a proxy to vote in their place. Proxies must be signed by the designating member and submitted in writing to the Election Officer prior to the start of the meeting. The Election Officer must make all designees aware of their proxy vote.

**5.6 Results.** The Election Officer will count the ballots and report on the results.

**5.7 Tie Breaker.** In the event of a tie the Election Officer will inform the meeting of the result and arrange the physical or digital casting of lots. If necessary, the Election Officer will assign heads, tails, or other designation.

## Article 6 - Board Meetings

**6.1 Monthly Board Meetings.** A Board meeting notice and tentative agenda shall be given to Board members at least one (1) week prior to the Board meeting time. The Board meeting time and place shall also be announced to all members at member meetings.

**6.2 Attendance.** All Board members are expected to attend each Board meeting. Any member in good standing is allowed to attend any Board meeting. Three (3) consecutive absences from

Board meetings without valid excuses shall be considered an automatic resignation from the Board, and the President shall then request a written resignation.

**6.3 Quorum.** Two-thirds (2/3) of the Board members shall constitute a quorum. A majority of said quorum shall be needed on all votes of the Board unless otherwise specified within these Bylaws. Board members may attend by written proxy signed and given to another Board member.

**6.4 Special Meetings.** Special meetings of the Board may be called by the President or by a majority of the Board. A two day advance notice shall be given to all Board members by email for all special meetings. Business to be conducted shall be outlined in a written agenda to be included in the email notice. Board members may participate in the special meeting by conference call as long as they provide advance notice of the request to allow time to prepare the facilities to accommodate a conference call.

**6.5 Minutes.** Meeting minutes of all regular monthly or special Board meetings shall be made available to all members. .

## Article 7 - Finance

**7.1 Dues.** The annual dues for membership shall be determined by a vote of the Board. Dues are payable at the beginning of each fiscal year along with submittal of a membership application. Membership will be open year round. Membership dues may be pro-rated as the fiscal year progresses at the discretion of the Board.

**7.2 Nonmembers.** Nonmember guests may attend any monthly meeting after paying the appropriate guest fee as determined by the Board.

**7.3 Fiscal year.** The fiscal year of the organization shall begin January 1 and end December 31 of each year.

**7.4 Allocation of Funds from Membership Dues.** Funds raised by the organization from membership dues shall be allocated as determined by the Board.

**7.5 Expenditures.** Any special or out of the ordinary expense requests shall be reviewed and voted on by the Board at a regularly scheduled Board meeting and direction given to the Treasurer regarding disposition.

**7.6 Transition** An annual review of the accounting shall be performed in December each year by the outgoing and incoming Treasurer and outgoing and incoming President.

**7.7 Charitable Activities.** Extra funds raised shall be allocated to local scholarships and/or other causes that meet the mission statement of the organization. Such allocations shall be decided by a majority vote of the Board. The general membership shall be notified promptly of any such allocations.

## Article 8 - Committees

**8.1 Charitable/Philanthropic.** The President, with the consent of a majority vote of the Board, shall designate a Charitable/Philanthropic Committee Chair each year to oversee scholarship applications and present suggestions to the Board regarding the disposition of extra funds raised by the membership.

**8.2 Special Committees.** The President, with the consent of a majority vote of the Board, may create special committees as needed. The nature and responsibilities of these committees shall be determined by the Board.

**8.3 Committee Chairs.** Committee Chairs shall be appointed from among the general membership. They shall not be considered voting members of the Board. However, a Board member shall be eligible to serve as a committee chair. The committee chair is authorized to recruit any additional members to serve as part of a committee without requiring additional approval from the Board. Committee Chairs, as well as committee participants, shall serve for a maximum of one (1) year. They may be reappointed as needed for additional one (1) year periods. Committee Chairs may be required to attend Board meetings periodically to update the Board on the Committee's progress.

## Article 9 - Indemnification

Every member of the Board may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board in connection with any threatened, pending or completed action, suit or proceeding to which they may become involved by reason of their being or having been a member of the Board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of their duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interests of the organization. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such member of the Board is entitled. Committee Chairs and Committee participants shall be deemed to be a member of the Board in regards to the aforementioned indemnification.

## Article 10 - Dissolution

Upon dissolution of the organization, assets shall be distributed to Huerfano County Economic Development, Inc. Any such assets not so disposed of shall be disposed of the Court of Competent Jurisdiction in Huerfano County, exclusively for such purposes or to such organization or organizations as said Court shall determine.

## Article 11 - Adoption and Amendment

**11.1 Adoption.** The Bylaws shall be presented before the general membership for ratification. A majority of members present shall be required for adoption.

**11.2 Amendment.** The Bylaws may be amended at any regular meeting of the Board by a two-thirds (2/3) vote of Board members present. After approval, the amendment(s) shall be presented for ratification by a majority of the general membership who are present in person or by proxy at the next monthly meeting. A copy of the amended Bylaws shall be emailed to each member at least one week prior to the monthly meeting. A written proxy shall be attached to the email along with the Bylaws to allow for voting by members unable to attend the meeting.

## Article 12 - Subordinance

These bylaws shall be subordinate to the bylaws, articles, and resolutions of Huerfano County Economic Development, Inc.

## Addendum A - Board Job Descriptions

**President** - Preside at monthly meetings. Prepare an agenda and preside at all Board meetings. Greet and introduce guest speaker at monthly meetings. Encourage participation by membership. Endeavor to increase membership. Develop and pursue Charitable/Philanthropic goals and appoint a Charitable/Philanthropic Committee Chair, as needed. Appoint special committee chairs as needed. Appoint a Marketing Director.

**Vice President** - Assume the duties of President in the event of absence or resignation. Coordinate meeting facilities. Serve as point of contact for monthly meeting RSVPs, and manage invite counts. Send thank you notes to all venues and speakers. Produce and manage membership directory.

**Secretary-Treasurer** - Record Board meeting minutes, distribute them to Board in a timely manner and have them posted to the website for the general membership. Prepare miscellaneous correspondence as requested by the Board. Maintain records of the organization. Develop budget. Handle all AR/AP. Reconcile bank statements and prepare financial statement for Board. Coordinate check-in table at monthly meetings and collect guest fees. Process credit cards and deposit checks/cash after each meeting.

**Programming Director** - Work with board to plan events, including topics and speakers. Maintain the calendar. Coordinate with non-member speakers, including letter of agreement outlining terms if needed. Arrange for food vendors and event venues.

**Marketing Director** - Manage local media relationships. Place advertising as needed. Prepare press releases and submit in a timely manner. Take pictures and/or coordinate photography at meetings and special events. Produce, email, and post/publish monthly newsletter.

**Past President** - Assist Board as needed. Advise on past experiences and future recommendations. Serve as elections officer.

# Board Transition Procedures

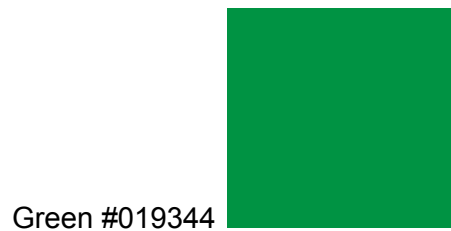
1. Notification of Election Results to HCED
2. Transfer of Bank Accounts
3. Transfer of Passwords and Accounts

## Style Guide

### Logos



### Colors



### Font