

EXHIBIT A
THIRD AMENDMENT TO THE
BYLAWS
OF
THORNTON ARTS, SCIENCES AND HUMANITIES COUNCIL, INC.

The Members of the Thornton Arts, Sciences and Humanities Council, Inc., nonprofit corporation, restate and reenact the following Bylaws:

ARTICLE 1.0 -- NAME OF CORPORATION

The Corporation shall be known as the Thornton Arts, Sciences and Humanities Council, Inc., hereinafter referred to as the "Corporation."

ARTICLE 2.0 -- PURPOSES

The Corporation purposes are set forth in the Corporation Articles of Incorporation.

ARTICLE 3.0 -- MEMBERSHIP

The members of the Corporation shall be the incumbent members of the City Council of the City of Thornton, as they exist from time to time (the "Members"). The chair of the Corporation shall be the seated mayor (the "Chair").

ARTICLE 4.0 -- MEETINGS OF MEMBERS

4.1 Annual Meetings of Members: An annual meeting of Members shall be held within the first quarter of each year on the date of a regular City Council meeting at the regular meeting place of City Council. The annual report from the Board of Directors shall be presented at the annual meeting. The Members shall approve amendments to the bylaws, as necessary, approve the Corporation budget, the Arts and Culture Master Plan, and appoint the Board of Directors at the annual or special meetings of the Members.

4.2 Special Meetings of Members: Special meetings of Members may be called by not less than three Members, or by the Chair. If no designation is made, the place of meeting shall be in the Council Chambers of the City Council of the City of Thornton.

4.3 Notice of Member Special Meetings: Electronically prepared, written or printed notice, stating the place, day and hour of any special meeting of Members shall be delivered, either personally, or by mail, by electronic mail or other technology, to each Member entitled to vote at such meeting, not less than 24 hours, nor more than 30 days before the date of such meeting, by or at the discretion of the Chair or the person or persons calling the meeting. The purpose or purposes for which the special meeting is called will be stated in the notice. If mailed, the notice of special meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the Member at his or her address as it appears on the records of the Corporation.

ARTICLE 5.0 -- TITLE OF GIFTS

5.1 The Corporation may hold title to any bequest, gift, devise, or donation made to the Corporation.

5.2 At any time upon demand by the Members, the Board of Directors of the Corporation shall immediately forthwith transfer to the City of Thornton, Colorado, any gift or devise made to the Corporation and any other asset of the Corporation or any other purpose not inconsistent with the law or tax law and regulations governing this Corporation.

5.3 In the event the Members vote to dissolve the Corporation, the Members shall comply with the dissolution provision in the Articles of Incorporation.

5.4 All gifts and bequests shall be reported by the Board of Directors to the Members no less frequently than annually.

ARTICLE 6.0 -- BOARD OF DIRECTORS

6.1 The affairs of the Corporation shall be managed by a Board of Directors, which shall be composed of a minimum of five directors but no more than thirteen directors appointed for four-year terms.

6.2 In the event of a vacancy on the Board of Directors, because of resignation, retirement, removal, termination as herein provided, or otherwise, the Members shall fill such vacancy for the remainder of the unexpired term.

6.3 The Board of Directors of the Corporation shall be advisory to the City Manager (the "Chief Executive Officer" or "CEO"), the Executive Director of Community Services (the "Manager"), and the Members and shall:

- a. Implement goals and recommend policies to the CEO pertaining to programs of the Corporation;

- b. Create committees, subcommittees, and advisory committees to assist the Corporation, as the Board of Directors deems necessary, as provided in the Bylaws;
- c. Accept or refuse bequests, gifts, or donations, and management and maintenance of the same in accordance with the policies and procedures promulgated by the CEO pertaining to programs and operation of TASHCO;
- d. Review the proposed budget for the Corporation and make recommendations concerning the proposed budget to the CEO and Manager;
- e. Sponsor fund raising events for the benefit of the Corporation including those for which admission fees may be charged;
- f. Apply for and accept awards, grants, funds, or cultural benefits on behalf of TASHCO in accordance with the Bylaws, the Articles of Incorporation, and the policies and procedures;
- g. Act as a service and advocacy body for the arts, sciences, and humanities;
- h. Authorize the disbursement of funds to carry out the purposes authorized in the approved budget;
- i. Develop and recommend to the CEO and the Members, the Arts and Culture Master Plan;
- j. Authorize the purchase and placement of artwork provided in the approved budget consistent with the approved Arts and Culture Master Plan.

ARTICLE 6.1 – EX OFFICIO REPRESENTATIVES

6.10 Definition of Ex Officio Representatives.

- a. One non-voting representative each elected by and from the Thornton Arts, Sciences and Cultural Board of Directors to attend the Businesses of Thornton Advisory Commission (BTAC) and Thornton Revitalization Advisory Board (TRAB) to ensure that effective and efficient communication takes place regarding relevant activities and priorities. BTAC and TRAB may provide one Ex Officio representative each to attend the TASHCO meetings.

b. Other Ex Officio Representatives

One non-voting representative from Anythink Library System (Anythink) shall be designated by Anythink to attend TASHCO meetings to promote and ensure that effective and efficient communication takes place regarding relevant activities and priorities of TASHCO and Anythink.

6.11 Quorum. A majority of the members of the Board of Directors in office at the time of the meeting, excluding Ex Officio representatives, shall constitute a quorum for the transaction of business at all Board meetings.

6.12 Order of Business. Each agenda shall include an opportunity for each of the Ex Officio representatives to present a report from BTAC and TRAB.

6.13 Number. There shall be a minimum of five members on the Board of Directors excluding Ex Officio representatives.

6.14 Compensation. Member of the Board of Directors and Ex Officio representatives shall be compensated for each meeting attended. City Council shall determine the rate of compensation. No member shall be required to accept compensation. Only non-voting ex officio members from Thornton boards and commission shall be compensated for meetings attended.

6.15 Vacancies. All Board of Director members and Ex Officio representatives are subject to removal by the Voting Members.

6.16 Ex Officio Representatives and Duties

- a. Attend all scheduled meetings.
- b. Present reports and information to the Board of Directors regarding relevant activities and priorities from BTAC and TRAB.
- c. Present report and information to BTAC and TRAB regarding relevant activities and priorities of TASHCO.

6.17 Making Motions. Ex Officio representatives shall not make motions or vote on motions made by the Board of Directors.

6.18 Attendance Required. A written report signed by the Chairperson shall be sent to the Voting Members concerning any member of the Board or Ex Officio who has three consecutive absences from the Board of Directors meeting for determination by the Voting Members.

6.19 Excusal During Meetings. No Board of Director or Ex Officio representative may be excused while in a meeting without permission from the Chairperson.

ARTICLE 7.0 -- MEETINGS OF THE BOARD OF DIRECTORS

7.1 Regular Meetings: The Board of Directors shall meet at least annually no later than April 15 of each calendar year to establish a regular meeting schedule. When a scheduled meeting falls on a holiday, which is officially recognized by the City, election day, or there is a conflict with a City Council meeting, the Manager shall reschedule the meeting. The Board of Directors may by motion cancel any regular meeting or as provided herein. The place of meeting shall be as provided in the meeting schedule. All meetings of the Board of Directors shall be Open Meetings.

7.2 Special Meetings: Special meetings may be held upon electronically prepared, written or printed notice signed by the CEO or Manager stating the purpose of the requested special meeting provided that the said notice is delivered to all directors, either personally, by mail, by electronic mail or other technology at least 24 hours prior to said meeting. Special meetings shall only consider action stated in the notice of the special meetings. However, any business which may lawfully come before a regular meeting may be transacted at a special meeting if all the directors present consent thereto and all the directors absent file their written consent. If no designation is made, the place of the meeting shall be Council Chambers of the City Council of the City of Thornton. Any director may waive notice of a regular or special meeting and appearance at a regular or special meeting constitutes a waiver of notice unless an objection to the notice is made at the meeting.

7.4 Written notice of special meetings is deemed to be delivered when it is actually received by a Director or if personally served, notice is deemed delivered in accordance with the rules for civil process.

7.5 In the absence of a rule to govern a point of procedure, reference shall be made to Robert's Rules of Order Revised, except that the Chair shall vote on all matters.

ARTICLE 8.0 – CEO AND MANAGER

8.1 The CEO shall supervise the business affairs of the Corporation. The CEO or his designee shall attend all meetings of the Board of Directors. The CEO shall execute on behalf of the Corporation any legal instruments which the Board of Directors has authorized to be executed, shall sign correspondence authorized by the Board of Directors, shall promulgate policies and procedures, and in general shall perform all duties incident to the office of the CEO. The CEO may delegate all or portions of the duties described in this paragraph 8.1.

8.2 The Manager, in the temporary absence of the CEO, shall preside and fulfill all functions incumbent in the office of the CEO. The Manager shall perform those functions delegated by the Board of Directors.

8.3 In the event that both the CEO and the Manager are not present at any regular, special, or emergency meeting of the Board of Directors, the CEO may appoint a designee to function as the presiding officer for that meeting.

ARTICLE 9.0 –ELECTION, DUTIES AND TERM OF OFFICERS

9.1 The Officers shall consist of the President, Vice-President, and Secretary. The Board of Directors shall elect a President and Vice-President for a one-year term. Nominations will be made from the floor by any Director and do not require a second. The Secretary shall be as provided herein.

9.2 The President shall preside over the Board of Director meetings.

9.3 The Vice-President shall preside over the Board of Director meetings in the absence of the President.

9.4 The Secretary shall be the City Clerk for the City of Thornton who shall keep the notes or minutes of the Corporation meetings, the Board of Directors meetings, and shall be the custodian of the corporate records, including the bylaws and the seal of the Corporation, and other requirements as required by law, and who may delegate all or portions of said duties. Copies of all corporate records or documents shall be filed with the City Clerk for the City of Thornton.

9.4 Officers and Directors shall receive no salary or other remuneration beyond what compensation is paid to them by the City of Thornton or what compensation is approved by the Members, if any, except any Officer or Director may be compensated for specific expenses, such as travel, at the discretion of the Members.

9.5 Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in the judgment of the Board of Directors, the best interests of the Corporation will be served thereby.

9.6 Whenever a vacancy occurs in any office, because of resignation, retirement, removal, or otherwise, an election with nominations from the floor will be held at the next regular meeting of the Board of Directors to elect an individual to fulfill the remaining term of the vacant office.

ARTICLE 10.0 -- COMMITTEES

The Board of Directors may appoint such other ad hoc advisory committees as will serve the interests of the Corporation. The Board of Directors shall define the purpose and scope of authority of each such other committee, and it is intended that no committee shall act independently of, or in lieu of, the Board of Directors.

ARTICLE 11.0 -- AMENDMENTS

These Bylaws and the Articles of Incorporation may be amended, altered, or repealed, and new Bylaws may be adopted by a majority of the Members of the Corporation at any regular or special meeting, provided that Notice of Intent to Alter, Amend, or Repeal the Bylaws or Articles of Incorporation is given to the Members not less than 24 hours before the date of such meeting.

ARTICLE 12.0 -- FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE 13.0 - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

13.1 The Treasurer of the Corporation shall be the Finance Director for the City of Thornton who shall keep an accurate record of all money in the account of the Corporation. The Treasurer shall account for all monies due to and from the Corporation from any source whatsoever, and in general perform all requirements incident to the office of Treasurer, and who may delegate all or portions of said duties. An annual audit at the end of the fiscal year of the books and records of the Corporation shall be performed by the accountant who is appointed by the City Council to conduct the annual audit of the City of Thornton, provided that the accountant is not a member of the Board of Directors.

13.2 The CEO may authorize the Manager or any officers, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation and this authority may be general or confined to specific instances, upon approval of the Members.

13.3 All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be authorized by the Board of Directors so long as such authorization is in accordance with the approved budget.

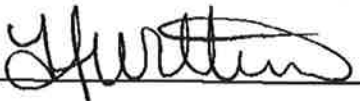
13.4 All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with the City of Thornton acting as the depository and accountant for the funds.

ARTICLE 14.0 -- EFFECT

These Bylaws shall be effective upon approval by a majority vote of the Members.

Dated July 24, 2012.

TASHCO Members of the Corporation

By: , Chair

ATTEST:

, City Clerk

RESOLUTION

A RESOLUTION APPROVING A THIRD AMENDMENT TO THE BYLAWS OF THE THORNTON ARTS, SCIENCES AND HUMANITIES COUNCIL OF THE CITY OF THORNTON.

WHEREAS, City Council desires to amend the Bylaws (Bylaws) of the Thornton Arts, Sciences and Humanities Council (TASHCO), to create an ex officio, non-voting representative from the Anythink Library System to the TASHCO Board of Directors; and

WHEREAS, the ex officio representative from the Anythink Library System will not be compensated for their service; and

WHEREAS, the amended sections are shown on the attached Exhibit A with new language double-underlined.

NOW, THEREFORE, BE IT RESOLVED BY THE TASHCO MEMBERS OF THE CORPORATION, CITY OF THORNTON, COLORADO, AS FOLLOWS:

That the amendment to the Bylaws of the Thornton Arts, Sciences and Humanities Council attached as Exhibit A, are hereby approved.

PASSED AND ADOPTED at a special meeting of the TASHCO Members of the Corporation, City of Thornton, Colorado, on July 24, 2012.

TASHCO Members of the Corporation


Heidi K. Williams, Chairperson

ATTEST:


Nancy A. Vincent, City Clerk