



BYLAWS OF CIVIC RESULTS

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be Civic Results (also referred in these bylaws as the (“Corporation”).

Section 2: CIVIC RESULTS is organized exclusively for charitable, scientific and educational purposes, more specifically to work with community leaders and organizations to synthesize, simplify and communicate information in order to facilitate capacity building and policy solutions.

ARTICLE II - MEMBERSHIP

Section 1: Membership shall consist only of the members of the Board of Directors (Board) and the President & CEO, who shall not be a member of the Board.

ARTICLE III - MEETINGS

Section 1: Annual Meetings. The date, time and place of the regular annual meeting shall be set by the Board.

Section 2: Special Meetings. Special meetings may be called by the Chair or any two members of the Board upon seventy-two (72) hours’ notice to the Board and President & CEO.

Section 3: Notice. Notice of all meetings shall be given to each member of the Board, by mail, not less than seventy-two (72) hours before the meeting. Such notice shall include the agenda for the meeting and any topics or documents to be reviewed or discussed.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of CIVIC RESULTS, and delegates responsibility for day-to-day operations to the CIVIC RESULTS President and CEO. The Board shall have up to fifteen and not fewer than seven regular members. The board receives no compensation other than reasonable expenses.

Section 2: Director Emeritus. In addition to regular Directors, there shall be created the position of Director Emeritus. Any Director or the President & CEO may from time to time recommend and the Board may appoint by majority vote a former Director to serve in a Director Emeritus position. There shall be no limit on the number of Director Emeritus positions. Director Emeriti shall be appointed for 5-year terms; the maximum term of a Director Emeritus position is two five-year terms, for a total of ten. Director Emeritus is a non-voting position and shall not be counted for purposes of determining whether a quorum is present. A Director Emeritus may be removed in the same manner as any other Director, as set forth in of these Bylaws. Directors

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eligible for appointment as a Director Emeritus will have served as a Director for at least one full term and will demonstrate one or more of the following qualifications:

- Provided extraordinary service to the organization
- Contributed to the organization through service in a leadership role
- Made significant contributions to the organization in terms of implementing new ideas or programs, securing major donations, or other similar contributions
- Engaged in volunteer or advocacy activities above and beyond the minimum expectations of a Director

Section 3: Responsibilities of Directors.

a. Each Director and Director Emeritus Board member shall at all times comply with the provisions of C.R.S. § 7-128-501 governing Conflicting Interest Transactions, as it may be amended from time to time. The Board shall review any changes in the law from time to time and consider whether to adopt any additional guidelines or standards specific to the Corporation.

b. Each director shall comply with and sign the Civic Results Conflict of Interest policy.

c. Each Director shall comply with the Civic Results Director Contribution policy.

d. Each Director is expected to support and assist with organizational fundraising efforts.

e. Directors are encouraged to attend at least one Metro Mayors Caucus meeting annually.

f. The Board will actively seek to diversify the membership of the board by race, gender, age and geographic location.

g. The Board may from time to time establish such committees as may be appropriate to pursue the mission of the organization.

Section 4: Meetings. The Board shall meet at least once quarterly, at an agreed upon time and place. All-virtual meetings shall be allowed under these Bylaws. Additionally, although in-person attendance is preferred, Directors may attend virtually when circumstances require. For purposes of quorum, there shall be no distinction between in person and virtual attendance.

Section 5: Action Without a Meeting. Any action required to be taken, or which may be taken, at a meeting of the Board may be taken without a meeting if all voting Directors unanimously consent in writing to that action, or, if fewer than all voting directors' consent, following the statutory procedures set forth under C.R.S. §7-128-202. Such action shall have the

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same force and effect as an affirmative vote of the Board. Any such writing may be received by the corporation by facsimile, electronic mail, or other form of wire or wireless communication permitted by the Act. Such written consent or consents shall be filed with the Minutes of the subsequent board meeting.

Section 6: Board Appointments. Generally, appointments of new Directors or reappointment of current Directors to a second term will occur as the first item of business at the annual meeting of the year of the corporation. However, appointments of new Directors may be made at any time throughout the year. Directors will be appointed by a majority of the current Board.

a. The Chair of the Metro Mayors Caucus and the first Vice-Chair will serve as ex-officio and non-voting members of the Civic Results board whose participation is not required to reach a quorum.

Section 7: Terms. Directors shall be appointed for a three-year term. There shall be a limit of three 3-year terms, for a total of 9 years, for each Director. The current Director's terms will begin upon adoption of these bylaws.

Section 8: Quorum. A quorum of at least 50 percent of the Directors must be present before business can be transacted or motions made or passed.

Section 9: Officers and Duties. There shall be three officers of the Board consisting of Chair, Vice-Chair, Secretary/Treasurer. Officers shall be elected at the first regular meeting of the Board in each calendar year and shall serve for one-year terms with the option for an additional year reappointment. The President & CEO shall report to the Board all activities of Civic Results and the related programs. The duties of the board officers are as follows:

a. The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Board to preside at each meeting in the following order: Vice-Chair, Secretary/Treasurer.

b. The Vice Chair may serve as the default chair of committees on special subjects as designated by the board unless another Chair is designated by the Board.

c. The Secretary/Treasurer shall oversee record keeping of Board actions, including the taking of minutes at all board meetings. The Secretary/Treasurer shall ensure that meeting announcements, copies of minutes and the agenda are sent to each Director, and that corporate records are maintained, and shall make a report at each Board meeting. The Secretary/Treasurer shall oversee the preparation of the budget, help develop fundraising plans and make financial information available to Directors and the public. The Secretary/Treasurer shall also track the terms and vacancies of Directors.

Section 10: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Directors by the Secretary two weeks in advance of a

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Board meeting. These nominations shall be sent out to the Directors with the regular Board meeting announcement, to be acted upon at the next Board meeting.

Section 11: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Director may be removed from the Board such Director has been absent from three Board meetings without advance notice to the Chair or President & CEO in a single year. A Director may be removed for other reasons by a three-fourths vote of the remaining directors.

ARTICLE V - COMMITTEES

Section 1: Creation of Committees. The Board may appoint committees as deemed appropriate in carrying out its purposes and in accordance with its governing policies. The committees are set in place to advise the Board of Directors on matters as charged. The resolution establishing such committees shall state the purpose, composition guidelines, timeline and authority of each committee. Any such body that is comprised of one or more non-directors may not exercise any power or authority reserved to the Board by the Colorado Revised Nonprofit Corporations Act, the Articles or these Bylaws. No committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other Committee or any Director, Elected Officer or employee of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of any substantial property and assets of the Corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board. The delegation of authority to any advisory board, committee, auxiliary or other body shall not operate to relieve the Board or any individual Director from any responsibility or standard of conduct imposed by the law or these Bylaws. Rules governing procedures for meetings of any committee shall be the same as those set forth in these Bylaws or the Colorado Revised Nonprofit Corporation Act for the Board unless the board or the committee itself determines otherwise.

ARTICLE VI - AMENDMENTS

These Bylaws may be amended, when necessary, by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of Civic Results on [date].

ARTICLE VII - FINANCE AND CONTRIBUTIONS.

Section 1: Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31 of each calendar year.

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Section 2: Fiscal Policies. The Board shall establish and maintain fiscal policies governing the financial planning/budgeting process and the management of the funds of the Corporation, and the monitoring of same. Such policies shall also be established for the management and usage of any investment reserves or endowment funds.

Section 3: Financial Audit. The Board will retain a certified public accountant firm to conduct an annual financial audit of the Corporation when required by Internal Revenue Service Regulations.

Section 4: Banking. The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust or investment company or trust or investment companies, as the Board, or its designated officer(s), shall select, and may be drawn out only on checks signed in the name of the Corporation by such person or persons as provided in these Bylaws or as the Board by appropriate resolution may direct.

Section 5: Designated Contributions. The Corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the Corporation's tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the Corporation's tax-exempt purposes.

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS.

Section 1: Indemnification. The Corporation shall indemnify all Directors, Officers, employees and agents and officers for liability alleged to have arisen in the performance of their duties, except that no director or officer shall be indemnified for willful misconduct, gross negligence, breach of good faith, misrepresentation, or misappropriation of corporate assets or resources. Such indemnification shall be to the maximum extent allowable under Colorado Revised Statutes.

Section 2: Definitions. For purposes of this Article, the following terms shall have the meanings set forth below:

a. "**Corporation**" means the Corporation and, in addition to the resulting or surviving corporation, any domestic or foreign entity that is a predecessor of a corporation by reason of a merger, consolidation or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

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b. **"Director"** means an individual who is or was a director of the Corporation, and an individual who, while such a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or other entity or employee benefit plan. A Director shall be considered to be serving an employee benefit plan at the Corporation's request if his or her duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context otherwise requires, the estate or personal representative of a Director.

c. **"Expenses"** means the actual and reasonable expenses, including counsel's fees, incurred by a party in connection with a proceeding.

d. **"Liability"** means the obligation incurred with respect to a proceeding to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to a private foundation or an employee benefit plan) or reasonable expenses.

e. **"Official capacity"**, when used with respect to a Director of the Corporation, means the office of director in the Corporation and, when used with respect to a person in a capacity other than as a director (even if such person is also a director), means the office in the Corporation held by the officer or the employment, fiduciary, or agency relationship undertaken by the employee, fiduciary, or agent on behalf of the Corporation in the performance of his or her duties in his or her capacity as such Officer, employee, fiduciary, or agent. "Official capacity" does not include service for any other foreign or domestic corporation or for any other entity or employee benefit plan when acting directly on behalf of such other corporation, entity or employee benefit plan as a Director, Officer, employee, fiduciary or agent thereof.

f. **"Party"** means any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding by reason of the fact that such person is or was a director, officer, employee or fiduciary of the Corporation, and any person who, while a Director, Officer, employee or fiduciary of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any other entity or employee benefit plan. A party shall be considered to be serving an employee benefit plan at the Corporation's request if such party's duties to the Corporation also impose duties on or otherwise involve services by such party to the plan or to participants in or beneficiaries of the plan. "Party" includes, unless the context otherwise requires, the estate or personal representative of such party.

g. **"Proceeding"** means any threatened, pending or completed action, suit or proceeding, or any appeal therein, whether civil, criminal, administrative, arbitrative or investigative (including an action by or in the right of the Corporation) and whether formal or informal.

Section 3: Right to Indemnification.

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a. **Standards of Conduct.** Except as provided below, the Corporation shall indemnify any party to a proceeding against liability incurred in or as a result of the proceeding if (i) such party conducted himself or herself in good faith, (ii) such party reasonably believed (a) in the case of a Director acting in his or her official capacity, that his or her conduct was in the Corporation's best interests, or (b) in all other cases, that such party's conduct was at least not opposed to the Corporation's best interests, and (c) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. For purposes of determining the applicable standard of conduct under this Section 3-a, any party acting in their official capacity who is also a Director of the Corporation shall be held to the standard of conduct set forth in Section 3-a, even if such party is sued solely in a capacity other than as such Director.

b. **Employee Benefit Plan.** A party's conduct with respect to an employee benefit plan for a purpose such party reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement of Section 3-a. A party's conduct with respect to an employee benefit plan for a purpose that such party did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of Section 3-a.

c. **Settlement.** The termination of any proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the party did not meet the applicable standard of conduct set forth in Section 3-a.

d. **Indemnification Prohibited.** Except as set forth in Section 3-a, the Corporation may not indemnify a party under this Section 3-d either in connection with (a) any proceeding by or in the right of the Corporation in which the party is or has been adjudged liable to the Corporation, or (b) any proceeding charging that the party derived an improper personal benefit, whether or not involving action in the party's official capacity, in which proceeding the party is adjudged liable on the basis that he or she derived an improper personal benefit (even if the Corporation was not thereby damaged).

e. **Court-Ordered Indemnification.** Notwithstanding the foregoing, the Corporation shall indemnify any party if and to the extent required by the court conducting the proceeding, or any other court of competent jurisdiction to which the party has applied, if it is determined by such court, upon application by the party, that despite the adjudication of liability in the circumstances described in clauses (a) and (b) of Section 3-a or whether or not the party met the applicable standard of conduct set forth in Section 3-a, and in view of all relevant circumstances, the party is fairly and reasonably entitled to indemnification for such expenses as the court deems proper in accordance with the Colorado Revised Nonprofit Corporation Act.

f. **Claims by or in the Right of Corporation.** Indemnification permitted under this Section 3-f in connection with a proceeding by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. If the corporation indemnifies or advances expenses to a party under this Article in connection with a proceeding by

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or in the right of the Corporation, the Corporation shall give written notice of such indemnification or advance to the voting members, if any, with or before the notice of the next members' meeting. If the next member's action is taken without a meeting at the instigation of the Board, such notice shall be given to the voting members at or before the time the first member signs a writing consenting to such action.

g. **Combined Proceedings.** If any claim made by or in the right of the Corporation against a party is joined with any other claim against such party in a single proceeding, the claim by or in the right of the Corporation (and all expenses related thereto) shall nevertheless be deemed the subject of a separate and distinct proceeding for purposes of this Article.

Section 4: Prior Authorization Required. Any indemnification under Section 3-a (unless ordered by a court) shall be made by the Corporation only if authorized in the specific case after a determination has been made that the party is eligible for indemnification in the circumstances because the party has met the applicable standard of conduct set forth in Section 3-a and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board by a three-quarters (3/4) vote of a quorum of such Board, which quorum shall consist of all directors not parties to the subject proceeding, or by such other person or body as permitted by law.

Section 5: Success on Merits or Otherwise. Notwithstanding any other provision of this Article, the Corporation shall indemnify a party to the extent such party has been wholly successful, on the merits or otherwise, including without limitation, dismissal without prejudice or settlement without admission of liability, in defense of any proceeding, against reasonable expenses incurred by such party in connection therewith.

Section 6: Advancement of Expenses. The Corporation shall pay for or reimburse the reasonable expenses, or a portion thereof, incurred by a party in advance of the final disposition of the proceeding if: (1) the party furnishes the Corporation a written affirmation of such party's good faith belief that he or she has met the standard of conduct described in these Bylaws; (2) the party furnishes the Corporation a written undertaking, executed personally or on behalf of such party, to repay the advance if it is ultimately determined that the party did not meet such standard of conduct; and (3) authorization of a payment and a determination that the facts then known to those making the determination would not preclude indemnification under this Article have been made in the manner provided in Section 3-a. The undertaking required by clause (2) must be an unlimited general obligation of the party, but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 7: Payment Procedures. The Corporation shall promptly act upon any request for indemnification, which request must be in writing and accompanied by the order of court or other reasonably satisfactory evidence documenting disposition of the proceeding in the case of indemnification under Section 3-a and by the written affirmation and undertaking to repay as required by Section 3-a in the case of indemnification under such section. If no disposition of such claim is made within ninety (90) days after written request for indemnification is made, the

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claimant may apply by way of civil action in any court of competent jurisdiction for an adjudication as to the validity and extent of the claim. A party's expenses incurred in connection with successfully establishing such party's right to indemnification, in whole or in part, in any such proceeding shall also be paid by the Corporation.

Section 8: Insurance. By action of the Board of Directors, notwithstanding any interest of the directors in such action, the Corporation may purchase and maintain insurance in such amounts as the Board deems appropriate to protect itself and any person who is or was a Director, Officer, employee, fiduciary or agent of the Corporation, or who, while a Director, Officer, employee, fiduciary or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any other entity or employee benefit plan against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable provisions of law or this Article. Any such insurance may be procured from any insurance company designated by the Board, whether such insurance company is formed under the laws of Colorado or any other jurisdiction, including any insurance company in which the Corporation has an equity or any other interest, through stock ownership or otherwise. The Corporation may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

Section 9: Right to Impose Conditions to Indemnification. The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as may appear appropriate to the Board in each specific case and circumstances, including but not limited to any one or more of the following: (1) that any counsel representing the party to be indemnified in connection with the defense or settlement of any proceeding shall be counsel mutually agreeable to the party and to the Corporation; (2) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the party to be indemnified; and (3) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified party's right of recovery, and that the party to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Corporation.

Section 10: Other Rights and Remedies. The indemnification provided by this Article shall be in addition to other rights to indemnification which a party may have or hereafter acquire by virtue of applicable statute.

Section 11: Applicability; Effect. The indemnification provided in this Article shall be applicable to acts or omissions that occurred prior to the adoption of this Article, shall continue as to any party entitled to indemnification under this Article who has ceased to be a Director, Officer, employee, fiduciary or agent of the Corporation or, at the request of the Corporation, was serving as and has since ceased to be a Director, Officer, partner, trustee, employee, fiduciary or

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agent of any other domestic or foreign corporation, or of any other entity or employee benefit plan, and shall inure to the benefit of the estate and personal representatives of each such person. The repeal or amendment of this Article or of any section or provision hereof that would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions that occurred prior to such repeal or amendment. All rights to indemnification under this Article shall be deemed to be provided by a contract between the Corporation and each party covered hereby.

Section 12: Indemnification of Agents. The Corporation shall have the right, but shall not be obligated, to indemnify any agent of the Corporation who is not otherwise covered by this Article to the fullest extent permissible by the laws of Colorado. Subcontractors of Civic Results are required to have an Indemnification Errors and Omissions insurance policy unless otherwise authorized by the President & CEO of the Corporation. Unless otherwise provided in any separate indemnification arrangement, any such indemnification shall be made only as authorized in the specific case in the manner provided in Section 7-C.

Section 13: Savings Clause; Limitation. If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Notwithstanding any other provision of these Bylaws, if the Corporation is found to be a private foundation in a final determination, then the Corporation shall neither indemnify any person nor purchase any insurance if such indemnification or purchase of insurance would be considered an act of self-dealing under Section 4941 of the Code.

ARTICLE IX - RULES OF PROCEDURE

Section 1: Emergency Powers. An "emergency" exists for the purposes of this section if a quorum of the directors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board may: (i) modify lines of succession to accommodate the incapacity of any Director, Officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional offices, or authorize officers to do so. During an emergency, notice of a meeting of the Board, if normally required, only needs to be given to those directors whom it is practicable to reach and may be given in any practicable manner including by publication or radio. One or more officers of the Corporation present at a meeting of the Board may be deemed directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Corporation and may not be the basis for imposing liability on any Director,

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Officer, employee or agent of the corporation on the ground that the action was not authorized. The Board may also adopt emergency bylaws, which may include provisions necessary for managing the Corporation during the emergency including: (i) procedures for calling a meeting of the Board; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute directors. The emergency bylaws shall remain in effect during the emergency and not be in effect after the emergency ends.

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