

Resolution No. 14-01

Resolution Amending the Articles and Bylaws of the Riverview Technology Corporation, Inc.

Now therefore be it resolved by the City Council of the City of Grand Junction:

The amendments to the articles of Incorporations and Bylaws of the Riverview Technology Corporation, Inc. amending the annual meeting to the last Tuesday of each January and making the terms of the Directors' consistent therewith is hereby approved.

Approved this 21st day of February, 2001.

/s/ Gene Kinsey
Gene Kinsey, Mayor

ATTEST:

/s/ Stephanie Nye
Stephanie Nye,
City Clerk

BY-LAWS
OF
RIVERVIEW TECHNOLOGY CORPORATION

ARTICLE I
OFFICE OF THE CORPORATION

The principal office of the Riverview Technology Corporation (hereafter, the nonprofit corporation") shall be located at City Hall, 250 North 5th Street, Grand Junction, Colorado 81501 until the Directors designate otherwise. These bylaws may not be amended without written consent of both the City Council of the City of Grand Junction and the Board of Commissioners of the County of Mesa.

ARTICLE II
NATURE OF CORPORATION

Section 1. INTEREST OF OFFICERS AND DIRECTORS

No officer or director of the nonprofit corporation shall have any right, title or interest in or to any real or personal property or other assets of the nonprofit corporation either during its existence or upon its dissolution.

Section 2. NON-LIABILITY FOR DEBTS

The private property of the directors and officers shall be exempt from execution or other liability for any debts of the nonprofit corporation. No director or officer shall be liable or responsible for the debts or liabilities of the nonprofit corporation.

Section 3. INDEMNIFICATION OF DIRECTORS.

OFFICERS AND EMPLOYEES: LIMITATION OF LIABILITY

The nonprofit corporation shall indemnify any director, officer, employee or former director, officer or employee of the nonprofit corporation, to the extent allowed by law, against the obligation to pay a judgment, settlement, penalty, fine, or reasonable expense (including attorney fees) incurred with respect to the defense of any threatened, pending or completed action, suit, or proceeding, civil, criminal, administrative or investigative (whether formal or informal), or for any loss or claim resulting from such action, suit or proceeding, in which s/he is made a party by reason of being or having been a director, officer or employee. The nonprofit corporation is authorized to obtain a policy or policies of insurance for the purpose of providing such indemnification of the directors, officers and employees of the nonprofit corporation. Except as otherwise provided by law, no director shall have any personal liability to the nonprofit corporation for monetary damages for breach of fiduciary duty as a director, unless due to criminal misconduct or willful or wanton injury to the nonprofit corporation.

ARTICLE III

BOARD OF DIRECTORS

Section 1. GENERAL

The business and affairs of the nonprofit corporation shall be managed by a

board of directors consisting of eleven persons, as provided in the Articles of Incorporation and the Amended Articles of Incorporation. Directors shall hold office until their successors have been appointed and qualified. Without cause being stated, any Director may be removed from office at any time by the joint action of both the City Council of the City of Grand Junction and the Board of County Commissioners of the County of Mesa.

After the initial terms, the terms of office for the directors shall be for a period of three years, subject to removal without cause as provided in the Articles of Incorporation and the Amended Articles of Incorporation. A director may be appointed for not more than two consecutive terms; after a one-year hiatus, a director can be appointed for two more consecutive terms.

Section 2. ANNUAL MEETING

A regular annual meeting of the directors of the nonprofit corporation shall be held at the principal place of business, or at such other place as a majority of the directors shall determine, on the second Tuesday of January in each year, beginning in the year 2000, at 7:00 p.m., or at such other time as a majority of the directors may determine, for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

Section 3. SPECIAL AND REGULAR MEETINGS

Special meetings of the directors may be called by any director, and it shall then be the duty of the Secretary-Treasurer to cause notice of such meeting to be given as hereinafter provided. Special meetings may be held at any place within the City of

Grand Junction. Regular meetings shall be called as the directors shall determine.

Section 4. NOTICE OF SPECIAL MEETINGS

Written notice of the date, time and place of each special meeting shall be delivered personally or mailed by first class United States mail to each director at least twenty-four (24) hours prior to the meeting. Waiver of the notice of any meeting may be given by any director, either before or after the time of such meeting. Attendance at any meeting shall constitute a waiver of the notice of such meeting. Notwithstanding any other provision of these By-Laws, the board of directors may conduct any meeting by telephone or video conference call.

Section 5. TELEPHONE MEETINGS, ACTION WITHOUT MEETING

Any member of the board of directors may participate in any annual, regular or special meeting of the nonprofit corporation by telephone, teleconference, video conference or any other method which will allow the member to, at a minimum, clearly hear the proceedings of the meeting and participate in the meeting by offering comments and by voting in a real time fashion. Notwithstanding any other provisions of these By-Laws, all of the directors may execute written consents setting forth any action, in substitution for any meeting, and any action of the board of directors (not inconsistent with law or the Articles of Incorporation or the Amended Articles of Incorporation) evidenced by such a written consent shall be valid action of the board of directors.

Section 6. QUORUM

A majority of the board of directors shall constitute a quorum for the transaction

of business at any meeting. All resolutions or motions for the transaction of the business of the nonprofit corporation shall require the affirmative vote of a majority of those members present, so long as a quorum exists.

Section 7. VACANCY APPOINTMENT

When any vacancy occurs in the membership of the board of directors either prior to the expiration of a term or for any other reason, such vacancy or vacancies shall be filled by the joint action of both the City Council of the City of Grand Junction and the Board of County Commissioners of Mesa County.

Section 8. COMPENSATION

No director of the nonprofit corporation shall receive any salary or compensation for his or her services nor shall any director of the nonprofit corporation receive from the nonprofit corporation any pecuniary profit from the operations of the nonprofit corporation, nor shall any director, or any member of any director's family receive any compensation or enter into any contract with the nonprofit corporation. A director may from time to time be reimbursed for his or her reasonable expenses incurred in the performance of his or her duties as a director or officer, provided, however, that all such expenses shall be reimbursed only by the finance director for the City of Grand Junction or Mesa County. To assist the City Council and the Board of County Commissioners, the directors shall recommend persons to be appointed to fill such vacancy.

Section 9. OPEN MEETINGS

The directors of the nonprofit corporation shall ensure that all affairs of the

nonprofit corporation are operated as though the nonprofit corporation was a local government subject to Colorado's Open Meetings Act and Open Records Act, or any successor statutes.

Section 10. SALE OF REAL ESTATE

Notwithstanding any provision to the contrary, no real estate or interest in real estate may be sold, transferred, hypothecated, conveyed or otherwise disposed of without having first obtained the written consent of both the City Council of the City of Grand Junction and the Board of County Commissioners of the County of Mesa. A lease of longer than twenty-five (25) years is considered to be a sale, transfer or conveyance, for the purposed of these By-Laws.

ARTICLE IV

OFFICERS

Section 1. OFFICERS

The officers of the nonprofit corporation shall be a president, vice-president, and a secretary-treasurer.

Section 2. ELECTION AND TERM OF OFFICE

The initial officers of the nonprofit corporation shall be elected by the board of directors at the organizational meeting. Officers shall thereafter be elected annually by the board of directors at the regular annual meeting, and upon the appointment of one or more new directors. Each officer shall be a director and shall hold office until his or her successor as such officer shall have been duly elected as herein provided.

Section 3. PRESIDENT

The president shall be the principal executive officer of the nonprofit corporation and shall in general supervise and control all of the business and affairs of the nonprofit corporation. The president shall preside at meetings of the board of directors, and may sign, together with the secretary-treasurer or any other proper officer of the nonprofit corporation, authorized by the board of directors, or alone if no additional signature is required by the authorizing action of the board of directors, any leases, deeds, conveyances, mortgages, bonds, notes, debentures, securities, certificates, instruments, waivers, consents, obligations, agreements or contracts which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by statute to some other officer or agent of the nonprofit corporation; and in general the president shall perform all duties incidental to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 4. VICE-PRESIDENT

In the absence of the president or in the event of the inability or refusal of the president to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the authority and duties of the president.

Adopted by the Board of Directors this _____ day of _____, 1999.

Secretary-Treasurer

President