

# Bylaws of the Colorado Hydrogen Network

A Colorado Non-Profit 501(c)(6) Corporation

Revised  
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## Name and Offices

### Section 1.01 Corporation Name

Colorado Hydrogen Network

### Section 1.02 Principal Office

The principal office for the transaction of the business of this corporation shall be located in the State of Colorado at:

1607 Cole Boulevard  
Building 16  
c/o CCIA  
Lakewood, CO 80401

The Officers and Advisory Board is hereby granted full power and authority to change the location of the principal office.

### Section 1.03 Corporation Website

[www.colorado-hydrogen.org](http://www.colorado-hydrogen.org)

Note that [www.colorado-hydrogen.net](http://www.colorado-hydrogen.net) is also owned by Colorado Hydrogen Network and the .net site redirects to the .org website.

## Purpose

### Section 1.04 Colorado Hydrogen Network and Colorado Cleantech Industries Association

The Colorado Hydrogen Network (CHN) is formed under the aegis of the Colorado Cleantech Industries Association (CCIA). CCIA provides guidance to CHN by providing one of the CHN Officers with the title of CCIA Deputy Director. CCIA also provides a conference room for CHN use at the 1607 Cole Blvd, Building 16 location. CCIA also provides a mailing address for CHN at the CCIA offices. Further details of this relationship are detailed in the Memorandum of Understanding between CCIA and CHN.

### Section 1.05 Mission Statement

The mission of the Colorado Hydrogen Network is to provide a platform and voice for hydrogen in Colorado. We represent the leading companies and organizations that are advancing innovative, clean, safe, and reliable energy technologies. We provide a consistent industry voice to policymakers and advocate for their support. Our educational efforts promote the environmental and economic benefits of fuel cell and hydrogen energy technologies.

## Section 1.06 Vision Statement

Renewable energy – wind, solar and hydroelectric – are energy sources that also need both a carrier and storage. The electricity from these sources, transported on the grid, can serve as the energy carrier. Hydrogen is an energy carrier which can be generated from renewable electricity (and other sources), but hydrogen can serve storage needs as well. This makes hydrogen important for transportation, where a large amount of portable, storable energy is required.

Although hydrogen is in its infancy as a transportation fuel, government and industry are working toward clean, economical, and safe hydrogen production and distribution for widespread use in Fuel Cell EV's (Electric Vehicles). Fuel Cell EVs are available to the consumer market now, in limited quantities, in localized regions domestically and around the world. The Colorado Hydrogen Network is working to deploy Fuel Cell EV's in Colorado. The market is also developing for buses, material handling equipment (such as forklifts), ground support equipment, medium and heavy-duty vehicles, and stationary applications.

For any technology to be adopted, it must meet three criteria: it must be technically feasible; it must be affordable; and it must be socially accepted. The Colorado Hydrogen Network aims to address all three to accelerate the deployment of hydrogen technology through advocacy and initiatives.

### Promote – Advocate – Educate – Accelerate

- Technical exchange with inventors, scientists, national laboratories, universities and business
- The exchange of business and investment opportunities
- Help educate the public and local government to the important role of hydrogen in the energy transition and to win their support

## Membership

### Section 1.07 Joint Membership

Membership in CHN or CCIA automatically entitles the member to membership in both organizations. Membership cost is based on the structure set forth by CCIA, and is determined by the number of employees at the member business.

If CHN should ever become independent from CCIA, the CHN Advisory Board shall have the power to set the dues structure and cost.

## Officers

### Section 1.08 Officers

The Officers of this corporation shall consist of a Director of Operations, a Director of Strategy and Partnerships, a Communications Director, a CCIA Partnership Director, a Technology Officer and such other officers as the Board of Advisors may appoint. One person may hold two or more offices. The office of Director of Operations shall be equivalent to, and fulfill the statutory

requirement of a corporation to have a President, as specified by Section 7-128-301 of the Colorado Nonprofit Corporation Act. The office of Communications Director shall be equivalent to, and fulfill the statutory requirement of a corporation to have a Secretary as specified by Section 7-128-301 of the Colorado Nonprofit Corporation Act.

In general, Officers and Directors are unpaid positions in this corporation. However, the Officers and Board may elect to hire individuals to fill the Communications Director or Treasurer positions if suitable volunteers are not available.

#### Section 1.09 Initial and Officers and Advisory Board members

The initial Officers for the corporation shall be selected by leadership of the Colorado Cleantech Industries Association.

The initial Advisory Board members will be selected by the Officers of the CHN corporation.

#### Section 1.10 Nomination and Election of Officers

Except for the initial Officers, the Executive Director, Deputy Director and Communications Director of this corporation shall be elected annually by the CHN Advisory Board. Each Officer shall hold their office until such person shall resign or shall be removed, or their successor shall be elected and qualified. Elections of officers shall be held in December. All officers must be Advisory Board members of this corporation, and all Advisory Board members may nominate candidates for officers of this corporation. All Advisory Board members, then in office, may vote on candidates for such offices. Elected offices shall be filled in an election upon the vote of a majority of Advisory Board members then in office. Each elected officers' term of office shall be one year, beginning January 1st. There shall be no prohibition on re-election of an officer following the completion of that officer's term of office. The Advisory Board may, by resolution, establish procedures governing nomination, election and appointment of officers that are consistent with these Bylaws.

#### Section 1.11 Acceptance of Nomination

All nominees for Director of Operations, Director of Strategy and Partnerships and Communications Director must acknowledge to the corporation, the acceptance of their nomination, in writing, within 5 business days. In their acceptance letter, the nominee shall describe their anticipated work contribution to the corporation and commit to a certain number of hours per week, on average, that they will serve the corporation. Nominees may request an extension to respond of up to an additional 5 business days.

#### Section 1.12 Removal and Resignation

(a) Removal. Any Officer or Board member may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof.

(b) Resignation. Any Officer or Board member may resign at any time by giving written notice to the Board of Directors, or to any Officer of this corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall not prejudice the rights of this corporation under any

contract to which the officer is a party. Once delivered, a notice of resignation is irrevocable unless otherwise permitted to be withdrawn by the Board of Directors prior to being effective.

#### Section 1.13 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

#### Section 1.14 Director of Operations

The Director of Operations shall be the chief officer of the corporation. The Director of Operations shall serve ex officio as a voting member of all committees, and shall have such other powers and duties as may be designated from time to time by the Board of Advisors. The then-serving Director of Operations shall have the authority to cast a tie-breaking vote in the election of any directors or officers other than Director of Operations.

#### Section 1.15 Director of Strategy and Partnerships

The Director of Strategy and Partnerships shall perform all of the duties of the Director of Operations and in so acting shall have all of the powers of the Director of Operations in the event of the absence, death, removal, resignation or incapacity of the Director of Operations. The then-serving Director of Operations shall have the authority to cast a tie-breaking vote in the election of the Director of Operations. A candidate for the office of the Director of Strategy and Partnerships must be a Director of this corporation in order to be eligible to run for election. The Director of Strategy and Partnerships shall have such other powers and duties as may be designated from time to time by the Board of Advisors.

#### Section 1.16 Communications Director

The Communications Director shall have overall responsibility for all communications and recordkeeping. The Communications Director shall perform, or cause to be performed, the following: (a) management and oversight of the website, (b) official recording of the minutes of all proceedings of the Board of Directors, including the committees thereof, and members' meeting and actions; (c) provision for notice of all meetings of the Board of Directors and members; (d) maintaining the records of the corporation; (e) maintaining current and accurate membership lists; and (f) composing and publishing the newsletter; and any such other powers and duties as may be designated from time to time by the Board of Directors.

#### Section 1.17 CCIA Deputy Director

The position of CCIA Deputy Director consists of an officer appointed by the Colorado Cleantech Industries Association (CCIA) to provide oversight of the Colorado Hydrogen Network. This position has the same voting rights as the other CHN officers.

#### Section 1.18 Standard of Conduct for Officers

An Officer shall discharge the Officer's duties, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of the corporation. In discharging the

duties of an officer, an officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case if prepared or presented by: (a) one or more officers or employees of this corporation whom the officer reasonably believes to be reliable and competent in the matters presented; or (b) legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence. An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted in 0 is unwarranted. An officer is not liable to the corporation, any member or any other person for any action taken or not taken as an officer, if the officer acted in compliance with 0. The liability of an uncompensated officer for monetary damages to the corporation shall be eliminated to the fullest extent permitted by the Act.

## Meetings

### Section 1.19 Place of Meetings

All meetings of members shall be held either at the principal office of this corporation or at any other place within or without the State of Colorado, as determined by the Board of Directors pursuant to the authority hereinafter granted to the Board of Directors. Members that are not physically present for a membership meeting may participate in, be deemed present in person at, and vote at the membership meeting if the directors authorize participation by remote communication, meaning any method by which a member that is not physically present may nevertheless hear or otherwise communicate at substantially the same time with other persons at the meeting and have access to materials necessary to participate or vote in the meeting to the extent of the member's authorization to participate or vote. On-line meetings are allowed.

### Section 1.20 Special Meetings

Special meetings of the members shall be held at the call of the Board of Directors, the Executive Director, or members holding five percent (5%) or more of the voting power of this corporation by a written demand signed, dated, and delivered to the Communications Director. Notice of a special meeting shall be given within thirty days following the date the written demand is delivered to the Secretary, in accordance with Section 1.21 below. Special meetings may be held in any manner permitted by law.

### Section 1.21 Notice of Meetings

Notice of each annual and special meeting of the members and written ballot for election of directors or otherwise, if any, shall be given to each member in accordance with Article 7-127 of the Colorado Nonprofit Corporation Act at least seven days before the meeting. The notice shall include the date, time, and place of the meeting or the date on which the ballot shall be returned if applicable. Notice of each annual and special meeting shall include a description of any matter or matters that must be approved by the members pursuant to these Bylaws or applicable law. Notice of a membership meeting at which the Board authorizes participation by remote communication shall state that the board authorizes participation by remote communication and shall describe how a member may notify the corporation that the member intends to participate in the membership meeting by remote communication. In the case of an

annual meeting at which directors shall be elected, the notice shall specify the names of all those who are candidates for election of directors at the time the notice is given, and in the case of special meetings, the purpose or purposes for which the meeting is called. Such notice shall be given in writing to every member of this corporation who, on the record date for notice of the meeting, is entitled to vote thereat.

#### Section 1.22 Adjourned Meetings

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned by the vote of a majority of the members either present in person or represented by proxy. No meeting may be adjourned for more than 14 days, annual or special, to another time or place. It shall not be necessary to give any such notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by an announcement at the meeting at which such adjournment is taken. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

#### Section 1.23 Proxies

Every member entitled to vote shall have the right to do so in person or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the Communications Director of this corporation; but no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which such proxy is to continue in force. A proxy is effective when received by the Communications Director or other officer or agent authorized to tabulate votes and must be received prior to the closing of the voting in order to be effective.

#### Section 1.24 Quorum

A majority of the members of the Board of Directors shall constitute a quorum. The quorum shall constitute members physically present, representatives of a member with proxy authority as described in Section 1.23, or members attending the meeting by remote communication.

#### Section 1.25 Action by Written Ballot

Any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting if this corporation delivers a written ballot to every member entitled to vote on the matter. Such written ballot shall (i) set forth the proposed action, (ii) provide an opportunity to specify approval or disapproval of each proposed action, and (iii) specify a reasonable time within which to return the ballot to this corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the total number of votes cast by ballot. Ballots shall be distributed to members at the last address of record by first class mail or by electronic mail. In any election of directors by written ballot, the ballot shall name the candidates for directors, and shall provide a space

entitled “withhold” in which a member may indicate that the authority to vote for the election of directors is withheld. All ballots distributed in accordance with this Section 1.25 shall indicate the number of responses needed to meet any quorum requirement and, with respect to each matter other than the election of directors, state the percentage of approvals necessary to pass each matter. All written ballots distributed in accordance with this Section 1.25 shall specify a reasonable time by which the ballot must be received in order to be counted.

## Advisory Board of Directors

### Section 1.26 Powers

The business and affairs of this corporation shall be controlled by, the Advisory Board of Directors. The Board of Directors shall have the power to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefor, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of this corporation, and to appoint and delegate responsibilities and authority to committees, officers and agents.

### Section 1.27 Number of Directors

The minimum number of Directors is 3.

### Section 1.28 Duties

The board of directors shall be subject to the orders of the association and none of its acts shall conflict with action taken by the association. The board of directors shall have general supervision of the affairs of the association, make recommendations to the association and hold regular meetings.

### Section 1.29 Nomination and Election to the Board of Directors

Directors need not be members of The Colorado Hydrogen Network (CHN). Directors may be nominated by members, other Directors or Officers of CHN or self-nominated. Election of Directors will be held annually. All members, Directors and Officers may vote on candidates. Director’s term of office Shall be one year. There shall be no prohibition on re-election of a Director following the completion of that Director’s term of office. The Board of Directors may, by resolution, establish procedures governing nomination, election and appointment of Directors that are consistent with these Bylaws. At the founding of the corporation, the initial Board members may be appointed by a majority of the Officers.

#### (a) Acceptance of Nomination

Nominees for Director must acknowledge to the corporation the acceptance of their nomination, in writing, within 5 business days. Nominees may request an extension to respond of up to an additional 5 business days.

### Section 1.30 Terms and Election Dates

All Directors shall hold office until their respective successors are elected. Except for adjustments that the Board shall make from time to time to maintain or create staggered terms

upon any increase or decrease in the authorized number of directors, the term of office for Directors shall be one year. There shall be no prohibition on re-election or re-designation of any director following the completion of that Director's term of office. Elections of Directors whose terms are expiring in any calendar year shall be held as soon as practicable following the commencement of the membership year. Positions of Directors expiring shall be filled and elections held at the annual meeting of members called for such purpose. Procedures governing elections of directors may be established pursuant to resolutions of the Board of Directors provided that such resolutions are consistent with these Bylaws.

### Section 1.31 Meetings

The Board of Directors shall hold regular meetings. Special meetings may be called by the Executive Director and shall be called upon the written request of 2 members of the Board of Directors. The purpose of the meeting shall be stated in the notice and at least 10 business days written notice shall be given. A majority of the members of the board of directors shall constitute a quorum.

### Committees

Committees, standing or special, shall be created as the association shall from time to time deem necessary to carry on the work of the association. The chairmen and members of such committees shall be appointed by the Executive Director, except that in the absence of the Executive Director, the Board of Directors may appoint the chairman and members of a special committee, who shall be treated as though appointed by the Executive Director. The Executive Director shall be an ex officio member of all committees except the nominating committee.

### Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of this association in all cases to which they are applicable and in which they are not inconsistent with the bylaws of National Association of Parliamentarians (NAP), these bylaws, any special rules of order the association may adopt, and any statutes applicable to this corporation that do not authorize the provisions of these bylaws to take precedence.

### Amendments, Effective Date and Dissolution

#### Section 1.32 Effective Date

Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors of this corporation in adopting them provide that they are to become effective at a later date.

#### Section 1.33 Amendments to the Bylaws

The authority to make, alter, amend or repeal these Bylaws is vested exclusively in the Board of Directors and may be exercised upon approval of a two-thirds majority.

### Section 1.34 Dissolution

This corporation may be dissolved upon the approval of a majority of the directors then in office without the vote or consent of any member(s) or third parties. Any distribution of the assets of this corporation shall be made by the directors in a manner consistent with the tax status of this corporation at the time of such dissolution.