

AMENDED BYLAWS OF TRI-LAKES CARES

Originated November 2008

Further amended and restated September 2009 and October 2011

Current revision – March 20, 2014

1. **NAME AND PURPOSE:** The name of the Corporation is set forth in the Articles of Incorporation (Filed January 1984). The purpose of the Corporation are to meet the emergency needs of those in the Tri-Lakes area and provide an opportunity for client self sufficiency through successful programs and community collaborations.
2. **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of the Corporation shall be designated by the Board of Directors and shall be located in the Tri-Lakes area.
3. **MEMBERSHIP:** The Corporation will have no voting or non-voting members.
4. **BOARD OF DIRECTORS:**
 - A. **CLASSES:** There shall be only one class of directors on the Board of Directors.
 - B. **ROLE/NUMBER:** The business and affairs of the Corporation shall be governed by a Board of Directors which shall be composed of no more than 15 persons and no less than nine (9) persons, referred to as "Directors."
 - C. **COMPOSITION:** It is the preference that the Board of Directors shall be composed of persons representing the diversity of the Tri-Lakes community, taking into account race, gender, economic status, age and other factors. A majority of Directors (51% or more) shall be persons who reside or work in the greater Tri-Lakes region.
 - D. **ELECTION/VACANCIES:** At each annual meeting of the Corporation (if an annual meeting is conducted), the Directors elected to serve for the ensuing term shall be elected by the existing Directors. Vacancies occurring between annual meetings may be filled for the balance of the term by election of the remaining Directors. The existing Directors may, from time to time, also appoint such ex-officio members of the Board of Directors as it deems appropriate.
 - E. **TERM:** Each Director shall hold office for a term of three years or until a successor is duly elected. No Board member shall serve more than two (2) consecutive full terms on the Board of Directors. After serving the maximum time allowed, a Director may again serve after being off the Board of Directors for one (1) year. The Board of Directors is responsible for ensuring that there is sufficient continuity of membership in order to avoid an exodus of numerous Board members during any given year (e.g. an appropriate plan might have 1/3 of membership departing in year "X", then another 1/3 in year "Y", etc.).

F. REMOVAL: A Director may be removed, without cause, as determined by a two-thirds vote of the Directors present at any meeting of the Board of Directors at which there is a quorum and for which action proper notice has been given under section 7(d). In addition, any Director may be removed for a substantial cause by the majority vote of the Directors present at any meeting of the Board of Directors at which there is a quorum but not less than one-third of the Directors then serving and for which action proper notice has been given under section 7(d). Substantial cause shall include failure to promote and support the mission of the Corporation by regularly attending and participating in the meetings of the Board of Directors, by attending and participating in at least one (1) of the Board of Directors' committees, by supporting the Corporation financially and by participating in other activities of the Corporation. Three (3) consecutive unexcused absences shall constitute substantial cause.

G. RESIGNATION: A Director may resign only by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President.

5. OFFICERS OF THE CORPORATION

A. ELECTION/VACANCIES: The Officers of the Corporation shall consist of President, Vice-President, Secretary and Treasurer and such additional Vice-Presidents or assistant secretaries or assistant treasurers as the Board of Directors may from time to time elect. The Officers shall be elected by the Board of Directors, from among the Directors, at the first meeting of the Board of Directors following the annual meeting of the Corporation, or at the first monthly meeting of the Board following the selection of the Officer(s). Any vacancy occurring in any office, for whatever reason, shall be filled by the Board of Directors and any Director so elected shall fulfill the term of her/his predecessor.

B. TERM: Officers shall serve a term of three (3) years and until their successors are elected, or until they are removed for cause. No Officer of the Corporation shall serve more than two (2) consecutive terms in the same office. After serving the maximum time allowed, an Officer may again serve, after being out of such office for one (1) year.

C. REMOVAL: An Officer may be removed, without cause, as determined by a two-thirds vote of the Directors present at any meeting of the Board of Directors at which there is a quorum and for which action proper notice has been given under section 7(d).

D. RESIGNATION: An Officer may resign only by submitting a written resignation to the President or Secretary or to the other Directors, if the resigning Officer is the President.

E. AUTHORITY AND DUTIES: The Officers shall have the authority and responsibility delegated by the Board of Directors as stated as follows:

- (1) The President shall preside at and conduct all meetings of the Corporation, the Board of Directors and of the Executive Committee. The President may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board of Directors, serve as the representative

of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board of Directors. The President may further delegate such duties to the Executive Director, as appropriate.

- (2) The Vice-President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board of Directors, and, at the request of the President, assist in the performance of the duties of the President.
- (3) The Secretary shall keep accurate records and minutes of all meetings of the Corporation, the Board of Directors and the Executive Committee; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of all of the above referenced meetings to those Directors entitled to vote at such meetings; and maintain the Minutes Book of the Corporation and a current listing, with phone numbers and addresses, of the Directors at the Office of the Corporation.
- (4) The Treasurer shall oversee: the deposit of funds of the Corporation into the proper accounts of the Corporation; the recording of all receipts and reimbursements from such account or accounts; the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of the accounts for each meeting of the Corporation, the Board of Directors, and the Executive Committee; and the preparation and filing of all end of the year financial reports, and federal and state tax reports. The Treasurer shall serve as Chairperson of the Finance Committee.
- (5) The Executive Director and the other Officers appointed by the Board of Directors shall perform such duties as may be specified by the Board of Directors or by Officers given authority over them.

6. EXECUTIVE DIRECTOR

The Board of Directors shall hire an Executive director who shall be responsible for the day-to-day management of the Corporation, which is a 501(c) 3, tax exempt, nonprofit corporation. This shall include fundraising, program development and overseeing the delivery of services to clients through other employees and volunteers, and such other duties as are assigned by the Board of Directors and/or the President. The Executive Director shall be an ex-officio member of both the Board of Directors and the Executive Committee. The Executive Director shall report to the President of the Corporation who shall oversee an annual performance review with the input from the Personnel Committee.

7. CORPORATION AND BOARD OF DIRECTORS MEETINGS:

- A. ANNUAL MEETING: If desired and appropriate, the annual meeting of the Corporation shall be held at such date and time to be determined by the Board of Directors.

- B. **REGULAR BOARD OF DIRECTORS MEETINGS:** Regular meetings of the Board of Directors shall be held at least nine (9) times a year and may be scheduled more often by the President.
 - C. **SPECIAL MEETINGS:** Special meetings of the Board of Directors shall be held at any time and at any place when called by the President or by at least three Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.
 - D. **NOTICE OF MEETINGS:** Notice of regular or special Board of Directors meetings, the Executive Committee or any Standing or Special Committee, including the annual meeting of the Corporation, shall be by telephone, by mail or by electronic transmission, including email delivered at least five (5) days and no more than 35 days before the day of the meeting. As long as the notice is transmitted to the latest mail or email address or telephone number provided by the Director to the Secretary, failure of any Director to receive such notice shall not invalidate the meeting or any action taken at the meeting. Notices of special meetings shall state that it is a special meeting being called and may be given at least 48 hours prior to the meeting time.
 - E. **QUORUM:** A quorum shall consist of fifty percent (50%) of the Directors then serving. The Board of Directors may permit any Director to participate in a regular or special meeting by, or conduct the meetings through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in any meeting of the Corporation, the Board of Directors, the Executive Committee or any Standing or Special Committee by this means is deemed to be "present" in person at the meeting.
 - F. **VOTING:** Except as otherwise provided in these bylaws, decisions of the Board of Directors shall be by vote of a majority of those Directors present and voting, but not less than one-third of the Directors then serving. Each Director shall have one vote. Directors may vote only in person, as defined in Subsection (E – Quorum) above; there shall be no proxy voting.
 - G. **MEETINGS BY CONSENT:** Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing settling forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Board of Directors assembled and shall be filed with the minutes.
8. **COMMITTEES:** As further described below, the Board of Directors or the President may create such standing or special committees with such powers as are deemed wise. The board of Directors or President shall appoint persons to chair and serve on those committees, including persons who are not Directors except as otherwise stated in these bylaws. The Board of Directors or the President may also remove persons from any Standing or Special Committee as is deemed in the best interests of the Corporation. All such appointments or removals made by the President must be approved by the Board of Directors either prior to the appointment or removal or be ratified at the next Board of Directors meeting.

- A. EXECUTIVE COMMITTEE:** The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and the Chair of the Personnel Committee who must be a Director. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board of Directors for action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board of Directors.
- B. NOMINATING COMMITTEE:** Members of the Nominating Committee shall be appointed by the President and approved by the Board of Directors. The Nominating Committee shall consist of at least three (3) Directors of the Board of Directors. The Nominating Committee shall be responsible for nominating persons to serve as Directors, giving regard to requirements of the position. The Nominating Committee also shall nominate persons to serve as the elected Officers of the Corporation. The Nominating Committee shall also be responsible for orientation, development and education of all Directors. No person shall serve on the Nominating Committee for more than three (3) consecutive years. After serving the maximum time allowed, such person may again serve after being off the Nominating Committee for one (1) year.
- C. STANDING COMMITTEES:** In addition to the Executive Committee and the Nominating Committee the Standing Committees of the Board of Directors shall be the Finance Committee, the Facilities Committee, the Personnel Committee, the Fundraising Committee, the Publicity Committee, Needs Assessment/Self-Sufficiency Committee, and the Special Events Committee. The responsibilities of each such Standing Committee stated below shall be reviewed by each Standing Committee within three (3) months of its initial formation after the approval of these March 2014 amendments and shall be ratified by the Board of Directors. The Board of Directors may establish such other Standing Committees as the Board of Directors determines are appropriate for the conduct of the business of the Corporation. Each Standing Committee shall include at least two Directors and may include persons who are not Directors. Directors on the Standing Committees shall be appointed by the President.
- (1) **FINANCE COMMITTEE:** The Finance Committee shall be responsible for overseeing the finances of the Corporation. The Treasurer shall be the chairperson of the Finance Committee unless she/he refuses to serve in such capacity in which case the Board of Directors or President shall appoint another Director to serve as chair. The specific duties of the Finance Committee include the following: arranging for the Corporation's annual audit; preparing and finalizing the annual budget for approval by the Board of Directors; reviewing and appropriately revising the Corporation's financial reporting system; monitoring investments; and reviewing insurance.

- (2) **FACILITIES COMMITTEE:** The Facilities Committee shall be responsible for obtaining facilities and furnishing, including information systems, needed to deliver services to the clients. The Facilities Committee shall also be responsible for overseeing any maintenance required for such facilities.
- (3) **PERSONNEL COMMITTEE:** The Personnel Committee shall be responsible for developing and implementing a personnel administration program and related Personnel Handbook. The Personnel Committee shall make recommendations to the President and Board of Directors concerning the hiring, firing, and performance evaluation of the Corporation's Executive Director. It shall not make any recommendations concerning the evaluation of the Corporation's other employees, should there be any, that responsibility being delegated to the Executive Director. It shall also review the overall operating efficiency of the organization as it relates to the personnel handbook guidelines and make appropriate recommendations for improvement as needed. There shall be a paid or non-paid position in the Corporation called the Volunteer Coordinator. The Volunteer Coordinator shall be on the Personnel Committee and shall be responsible for the recruitment and scheduling of volunteers for regular office hours. The Volunteer Coordinator is not required to be a Director but may be a Director. With the approval of the President, the Personnel Committee shall be free to form an independent subcommittee of persons qualified to make personnel recommendations to the President and the Board of Directors.
- (4) **VOLUNTEER COMMITTEE:** The Volunteer Committee shall be responsible for the ongoing implementation of the Corporation's volunteer program. It shall work directly with the Executive Director and the Volunteer Coordinator to recruit, train, schedule, honor and support volunteers in accordance with the Corporation's explicit Core Service Values and Volunteer Philosophy. It shall oversee the protection of volunteers' privacy and safety. The Volunteer Committee shall work closely with all staff and other Board Committees to provide sustainable human resources.
- (5) **FUNDRAISING COMMITTEE:** The Fundraising Committee shall be responsible for developing and implementing an overall fundraising strategy including exploring and determining the possible effectiveness of alternative sources of revenue for the Corporation to recommend to the Executive Committee and the Board of Directors.
- (6) **PUBLIC RELATIONS COMMITTEE:** The Public Relations Committee shall be responsible for the delivery of information about client services, needs and activities of the Corporation to the community. It shall be responsible for developing good relations with the media and a community relations plan that will strengthen the identity of the Corporation. It shall work to support and interface with the Fundraising Committee as needed.
- (7) **NEEDS ASSESSMENT/SELF-SUFFICIENCY COMMITTEE:** The Needs Assessment/Self-Sufficiency Committee shall be responsible for gathering

“current needs” information from the community the Corporation serves and ensuring that the data gathered is presented to the Board of Directors, the Executive Director and the Corporation’s staff and volunteers as appropriate. This Committee is also responsible for ensuring the needs assessment is current and updated on an annual basis. The Needs Assessment/Self-Sufficiency Committee shall examine the Corporation’s needs and determine appropriate actions to contribute to the self-sufficiency of the Corporation’s clients.

- (8) **SPECIAL EVENTS COMMITTEE:** The Special Events Committee shall be responsible for assessing the benefits and cost (both financial and human resources) of each special event and recommending/supporting those that are in the best interest of our Corporation. Additionally, it shall be responsible for assisting the Executive Director and Volunteer Coordinator to recruit volunteers for help with special events and to develop new ones as needed. Also it shall work to support and interface with the Public Relations and Fundraising Committees as needed.
 - D. SPECIAL COMMITTEES:** The President of the Corporation or the Board of Directors may establish such special committees as they shall determine are necessary for the functioning of the Corporation. Each such committee shall be given a specific charge and term. No special committee shall have a term extending beyond one (1) unless reappointed. Each special committee shall have at least one (1) Director. The Directors on special committees established by the Board of Directors shall be named by the Board of Directors. The Directors on special committees established by the President shall be named by the President.
 - E. QUORUM:** At meetings of any committee of the Board of Directors, a quorum shall consist of fifth percent (50%) of the appointed persons then serving.
 - F. VOTING:** Except as otherwise provided in these bylaws, decisions of any committee of the Board of Directors shall be by a majority of those appointed persons present and voting, but not less than one-third of the appointed persons then serving. Each appointed person shall have one vote. Such persons may vote only in person, as defined in Section 7(E) above; there shall be no proxy voting.
9. **DUALITY OF INTEREST:** Any Director Office, Employee, or Committee Member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Corporation for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, not use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contact, transaction or determination. Such person may not be counted in determining the existence of a

quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

10. **INDEMNIFICATION:** The Corporation shall indemnify its Directors, Officers, employees and volunteers against liability resulting from conduct in their capacity with the Corporation to the fullest extent permitted by the State of Colorado statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the Corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).
11. **EXONERATION:** To the fullest extent permitted by the State of Colorado statutory or decisional law, as amended or interpreted, no Director, Officer or Employee of this Corporation shall be personally liable to the Corporation or its Directors for money damages; provided, however, that the foregoing limitation of Director and Officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors, Officers or Employees under this provision with respect to any act or omission which occurred prior to such amendment or repeal.
12. **INSURANCE:** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee, Volunteer or agent of the Corporation, or who, while a Director, Officer, Employee, Volunteer or agent of the Corporation is or was serving any of the entity at the request of the Corporation, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of these bylaws.
13. **MISCELLANEOUS PROVISIONS:** Except to the extent prohibited by law, the indemnification and exoneration provided in Sections 10 and 11, above, shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, any bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has ceased to be a Director, Officer, Employee, Volunteer or agent of the

Corporation and shall inure to the benefit of the heirs, executors, administrators of such person.

14. **COMPENSATION:** The Directors and the elected Officers of the Corporation shall serve without compensation for their services as Directors or Officers. Directors, Officers, Volunteers, and Employees may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.
15. **INSPECTION OF CORPORATE RECORDS:** These bylaws, the roster of Directors, the books of accounts and the minutes or proceedings of the Board of Directors and of the Committees shall be open to inspection no later than 10 days after receipt of a written request, addressed to the President or the Secretary of the Corporation by a Director of the Corporation for any purpose reasonably related to his/her interests as a Director. Such records shall be made available for the same purpose at any Board of Directors meeting when requested by at least three (3) Directors. Inspection may be made in person or by an authorized agent or attorney, and inspection includes the right to make extracts at the Director's expense.
16. **SIGNATURE AUTHORITY:** All checks, notes, acceptances, and orders for payment of money shall be signed by the President, Vice President, Secretary, or Treasurer, or other agents of the Corporation, such as the Executive Director, designated by the Board of Directors, within such spending levels as are recommended by the Finance Committee and approved by the Board of Directors. All contracts, leases and deeds of any kind shall be signed by the President, Vice President or any other agent of the Corporation, such as the Executive Director, designated by the Board of Directors.
17. **FISCAL YEAR:** The fiscal year of the Corporation shall commence on October 1st of each calendar year and end on September 30th of the following year.
18. **AMENDMENTS:** These bylaws may be amended by a simple majority vote of the Directors present and entitled to vote at a meeting at which a quorum is present, but not less than one-third of the Directors then serving. Any amendments proposed to substantially change the purposes of the organization shall require approval by a two-thirds majority of the Board of Directors then serving. In either case, the proposed amendment(s) must be submitted to the Directors in writing at or prior to the immediately preceding meeting prior to any meeting to vote on the amendments. Notice of the meeting to decide on the proposed amendment(s) shall be given at least 10 days prior to such meeting date.
19. **NONDISCRIMINATION:** The Corporation shall not discriminate against any person on the basis of age, gender, race, color, national origin, sexual orientation, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.
20. **DISSOLUTION:** The Corporation may be dissolved by a two-thirds vote of the Directors then serving provided that notice of the proposed dissolution has been

submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least 30 days prior to the meeting date. In the event of dissolution, and after all debts have been paid, the Board of Directors shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board of Directors shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purpose or to such organizations as the Court shall determine that are formed and operated exclusively for such purposes.

ADOPTED BY THE BOARD OF DIRECTORS THIS _____ DAY OF _____ 2014.

President Dated

Vice President Dated

Treasurer Dated

Secretary Dated

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board of Directors.

Secretary Dated