

BYLAWS
CONNECTIONS FOR INDEPENDENT LIVING
("CONNECTIONS")

ARTICLE I
PURPOSES

SECTION 1.1 Purposes. Connections for Independent Living (hereinafter referred to as "Corporation" or "Connections" charitable purposes and powers are generally and broadly set forth in this document and are subject to certain restrictions set forth elsewhere in these Bylaws. The specific charitable purposes of the Corporation shall be _____ (we need to have a purpose here).

Suggestion: "to provide services and programs to those in the Weld community living with disabilities-as defined by the Americans with Disabilities Act, in order to help them achieve a more accessible life."

ARTICLE II

OFFICES

SECTION 2.1 BUSINESS OFFICES. The principal offices of the corporation shall be located in **Greeley, Colorado**. The corporation may have other such offices as the Board of Directors of Connections may designate or as the affairs of Connections may require.

SECTION 2.2 REGISTERED OFFICE. The registered office of the corporation required by the Colorado Nonprofit Corporation Act to be maintained in Colorado may be, but not need to be, the same as the principal office in Colorado, and the address of the registered office may be changed by the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

SECTION 3.1 GENERAL POWERS. Except as otherwise provided in the Colorado Nonprofit Corporation Act, the Articles of Incorporation or by these Bylaws, the business and affairs of the corporation shall be managed by its Board of Directors.

SECTION 3.2 NUMBERS AND TERMS OF DIRECTORS. Members of the Board of Directors and the corporation shall be natural persons at least eighteen (18) years of age or older. The number of directors shall be no less than _____ () *Suggested: "no less than 4 and no more than 17."* and no more than eighteen (18), ~~of which a minimum of 51% shall have a significant disability.~~ Any action of the Board of Directors to increase or decrease the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these Bylaws effecting such increase or decrease. The initial term of office shall be for three years. *Suggested: "Terms shall be for three years, with a maximum allowable three consecutive terms. If a board member is deemed fit to return after three consecutive terms, there must be a break of a minimum of one years' time before able to be considered to return to board service."*

SECTION 3.3 SELECTION AND QUALIFICATIONS. Any vacancy on the Board of Directors may be filled at any special meeting called for this purpose or any business meeting, upon an affirmative majority vote of the remaining directors constitute a quorum.

The Board of Directors ~~will consist of representatives from service-providing agencies, consumer organizations, business representatives and private citizens.~~ *Suggested: "Shall consist of a governing body representative of the community as a whole."* Each member of the Board of Directors shall be entitled to one vote.

SECTION 3.4 REMOVAL OF DIRECTORS. Members of the Board of Directors may remove themselves by resignation, effective upon presentation of a written statement of resignation to the Board or the President. Members of the Board may be removed by a majority vote of the Board at any regular or special meeting of the Board at which the director or directors in question are present.

SECTION 3.5 FIDUCIARY DUTY. Members of the Board owe a fiduciary duty to the Board and Corporation and agree to not breach that duty and perform their duties with the best interest of the Corporation in mind, void of personal or interests of others that may conflict with the best interest of the Corporation. *Suggested: “Board members should make a meaningful financial gift (based on means) annually. Time, fundraising and personal financial gifts are an expected duty of every board member.”*

SECTION 3.6 ABSENCES OF DIRECTORS. After two consecutive unexcused absences from a business meeting, a Director will be contacted by the Board President to discuss their membership. Removal from the Board may occur after a director misses three consecutive business meetings of the Board. The Board, at its discretion, may excuse absences before or during the meeting(s) in question.

SECTION 3.7 REGULAR ANNUAL MEETINGS. There shall be a regular annual meeting of the Board of Directors, to be held contemporaneously with the monthly business meeting in October of each year. The exact time and place for the annual meeting shall be established by the President, giving at ten (10) days, but not more than sixty (60) days, notice of such meeting to each Director.

SECTION 3.8 BUSINESS MEETINGS. The Board of Directors will hold monthly business meetings not less than ~~ten times per year~~. *Suggested: “four times per year.”* Additional business meetings may be called by the President or the Executive Committee, as appropriate. Meetings may be held in person, via phone, or via other technology.

SECTION 3.9 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Board President or any two (2) member of the Board collectively.

SECTION 3.10 EXECUTIVE SESSION. The Board of Directors may elect to go into “executive session” and exclude non-board members from attendance when sensitive personnel issues or confidential matters must be discussed, upon advice of legal counsel, or upon vote by majority of the Board of Directors or determination by the Executive

Director that an executive session is warranted. The Executive Director shall be entitled to participate in all executive sessions, other than meetings held for the purpose of reviewing the performance of the Executive Director or the terms and conditions of the employment of the Executive Director.

SECTION 3.11 NOTICE. Notice of each meeting of the Board of Directors stating the place, day, and hour of the meeting shall be given to each Director at the Director's preferred address at least five days prior thereto electronic mail. Any Director may waive notice of any meeting before, at, or after such meeting and attendance is waiver.

SECTION 3.12 COMMITTEES OF THE BOARD. The Board shall have one (1) standing committee, the Executive Committee, which shall be comprised of the officers of the Board of Directors. The Board may create or dissolve other committees as it deems necessary (i.e. ~~fundraising committee, program/services committee,~~ *Suggested: finance committee, nominating committee, development committee, etc.*)

SECTION 3.13 QUORUMS. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

SECTION 3.14 MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 3.15 VOTING AND PRESUMPTION OF ASSENT. *Suggested: The Directors may conduct business face-to-face or via conferencing. Digital means of conferencing will be acceptable.* All Directors have the right to vote at meetings and via a proxy. All actions by the Board require a majority vote. Failure to assent to the Secretary of any matters of disagreement is construed as agreement. Assent is assumed by silence. Important matters may be agreed to with signatures of directors absent of a meeting but a majority vote is still needed.

SECTION 3.16 PROXY VOTING. Voting by proxy at Board meetings will not be allowed.

SECTION 3.12 COMPENSATION. Members of the Board of Directors shall not receive compensation for their services, although the reasonable expenses of the members may be paid or reimbursed by the Corporation from funds contributed or transferred to the Corporation for administrative or other restricted purposes.

SECTION 3.13 REASONABLE ACCOMMODATION. Connections for Independent Living will make reasonable accommodations for scheduled meetings. Such accommodations may include, but are not limited to sign language interpretation, brailing of minutes, etc. **However, Board members are required to notify Connections at least twenty-four (24) hours in advance if they will not be utilizing those services due to their inability to attend a meeting. Failure to notify Connections results in unnecessary costs to the center, and Board members may be charged.**

SECTION 3.14 STANDARD OF CONDUCT FOR DIRECTORS AND OFFICERS. Each Director and Officer shall perform their duties as a Director or Officer, including, without limitation, their duties as a member of any committee of the Board of Directors, in good faith, in a manner the Director or Officer reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE IV

OFFICERS

SECTION 4.1 The Officers of Connections for Independent Living shall be a President, ~~President-Elect~~, *Suggested: Vice-President* Treasurer, Secretary, and other officers as the Board of Directors may determine.

SECTION 4.2 SELECTION, QUALIFICATIONS, AND TERMS OF OFFICE. Each Officer shall be appointed annually by a majority vote of the Directors present at the regular annual meeting in October. If the election of Officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Vacancies may be filled or new Officers created by a majority vote at any regular meeting of the Board of Directors, or at a special meeting of the Board called for this purpose. If no nominee receives a majority vote of the Directors present in the first ballot, the name of the person receiving the fewest votes shall be dropped from the list and a second vote taken. Each Officer shall hold office until his/her successor shall have been qualified and duly elected, or until the Officer's earlier death, resignation, or removal. Any two or more offices may be held by the same person, except the office of President. Members of the Board of Directors shall serve as officers.

SECTION 4.3 RESIGNATIONS AND REMOVAL. Any Officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the time specified therein, and, unless noted otherwise, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed by a majority vote of the Board that the best interests of the Corporation shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not in itself create contract rights.

SECTION 4.4 AUTHORITY AND DUTIES OF OFFICERS. The Officers of the Corporation, whether elected or appointed, shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Executive Director, the Board of Directors or these Bylaws, except that in any event each Officer shall exercise such powers and perform such duties as may be required by law.

SECTION 4.5 PRESIDENT. The President shall serve as chairperson of the Board of Directors and shall be the official representative of the Corporation in its relations with other organizations, corporations, associates, governmental units and the public in general. The President shall, when present, preside at all meetings of the Board of

Directors. In general, the President shall further perform such duties as may be prescribed by the Board of Directors.

SECTION 4.6 ~~PRESIDENT-ELECT~~.*Suggested: Vice President* In the absence of the President or in the event of the President's ability or refusal to act, the ~~President-Elect~~ *Suggested: Vice President* shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restriction upon the President. The President-Elect shall become Board President at the following annual meeting of the Board.

SECTION 4.7 SECRETARY. The Secretary shall prepare the minutes and see that all notices are duly given in accordance with the provisions of these Bylaws.

SECTION 4.8 TREASURER. Treasurer duties include collaborating with the bookkeeper and Executive Director for the preparation and submittal of financial reports each month for the Board of Directors meeting.

ARTICLE V

EXECUTIVE DIRECTOR

SECTION 5.1 The Board of Directors shall appoint an Executive Director to serve for a term determined by the Board of Directors. The Executive Director will have the operational authority to carry out the day-to-day activities involved in implementing programs, will make financial and program reports to the Board of Directors and will provide staff, service to all committees of the Board of Directors.*Suggested: Directors will provide an annual performance review of the Executive Director.*

ARTICLE VI

CONTRACTS; CHECKS; DEPOSITS; LOANS

SECTION 6.1 CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any involvement in the name of and on behalf of Connections. Such authority may be general or confined to specific instances.

SECTION 6.2 CHECKS, DRAFTS, NOTES, ETC. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of Connections shall be signed by such Officer or Officers, agent or agents of Connections ~~and in such manner as shall be determined by resolution of the Board of Directors.~~
Suggested: "and in such as a manner as shall be determined by resolution of the Board of Directors from time-to-time." Any expenditure over the amount of five hundred dollars (\$500.00) will require two appointed signatures.

SECTION 6.3 DEPOSITS. All funds of the Corporation shall be deposited to the credit of Connections in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 6.4 GIFTS. The Board of Directors may accept, on behalf of Connections for Independent Living, any contribution, gift bequest or device for the general purposes or for any special purpose of Connections. *Suggested: "In accordance with the parameters of Connections Gift Acceptance Policy."*



SECTION 6.5 LOANS. *Suggested: "No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors, at a meeting of the Board of Directors, at which a majority is present to vote. Such authority may be general or assigned to specific instances. No loans shall be made by the Corporation to its Officers or members of the Board of Directors. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to Connections for the amount of such loan until the repayment thereof."*

~~SECTION 6.6 BORROWING MONEY. The Board of Directors shall have the power and authority to borrow money whenever, in the discretion of the Board of Directors, the exercise of such power is required in the best interest on the Corporation, and in such case the Board of Directors may authorize the proper officers of the Corporation to make, execute and deliver in the name and behalf of the Corporation such notes, bonds and other evidences of indebtedness as said Board of Directors shall deem proper. The Board of Directors shall have full power subject to the laws of the State of Colorado to mortgage the property of the Corporation or any part thereof as security for such indebtedness. These powers are in addition to all powers granted to the Corporation or the Board of Directors by law.~~

SECTION 6.7 ANNUAL AUDITS. At the conclusion of each fiscal year, an independent accounting firm, selected by the Board of Directors, shall conduct an audit of the corporate books to verify and certify the accuracy of all records maintained.

SECTION 6.8 FISCAL YEAR. The fiscal year of the Corporation shall begin October 1 of each year and end on the 30th day of September of the following calendar year.

ARTICLE VII

INDEMNIFICATION

SECTION 7.1 GENERAL PROVISIONS. The Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director or Officer of the Corporation, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person (i) acted in good faith; (ii) reasonably believed, in the case of conduct in an official capacity with the Corporation, that the conduct was in the best interest of the Corporation, and in all other cases, that the conduct was at least not opposed to the best interest of the Corporation; and (iii) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this Section 7.1 either in connection

with a proceeding brought by or in the right of the Corporation in which the Director or Officer was adjudged liable to the Corporation; or (iv) in connection with any other proceeding charging improper personal benefit to the Director or Officer, whether or not involving action in that person's official capacity, in which the Officer or Director is ultimately adjudged liable on the basis that the Director or Officer improperly received personal benefit. Indemnification under this Section in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of solo contender or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this Section 7.1.

SECTION 7.2 SUCCESSFUL DEFENSE ON THE MERITS, EXPENSES. To the extent that a Director or Officer of the Corporation has been wholly successful on the merits in defense of any proceeding to which he was a party, such person shall be indemnified against reasonable expenses (including attorneys' fees) actually and reasonably incurred in connection with such proceeding.

SECTION 7.3 INSURANCE. The Board of Directors may exercise the Corporation's power to purchase and maintain insurance including, without limitation, insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit on behalf of any person who is or was a Director, Officer, employee, fiduciary, agent or was serving as a Director, Officer, partner, member, trustee, employee, fiduciary of another domestic or foreign corporation, nonprofit corporation or other person or an employee benefit plan of the Corporation against any liability asserted against the person or incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Article.

ARTICLE VIII

MISCELLANEOUS

SECTION 8.1 DISSOLUTION. Dissolution or merger shall be by a majority of 75 percent (75%) approval of the total Board of Directors at a special meeting called for that purpose and then only in accordance with the laws of the State of Colorado. If the Corporation shall ever be dissolved, all assets, property, claims, accumulated income and all other property rights of whatever description shall be distributed to an organization or organizations the Internal Revenue Service has qualified as exempt under Section 501(c)(3) of the Code, or as hereafter amended such organization or organizations to be selected by a majority of the Board of Directors of the Corporation. *Suggested: “The Board of Directors will attempt to select an organization in similar mission as to uphold the duty of donor intent. “*

SECTION 8.2 ACCOUNT BOOKS, MINUTES, ETC. The Corporation shall keep correct and complete books, and records of accounts, by paper or electronic means, and shall keep minutes of the proceedings of its Board of Directors and committees. All books and records of the Corporation may be inspected by any Director, or that Director’s authorized agent or attorney, for any proper purpose at any reasonable time.

SECTION 8.3 CONFLICTS OF INTEREST. If any person who is a director or officer of the Corporation is aware that the Corporation is about to enter into any business transaction directly or indirectly with such person, any member of that person’s family, or any entity in which that person has any legal, equitable or fiduciary interest or position, including with limitation, as a Director, Officer, shareholder, partner, beneficiary, or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Corporation of such person’s interest or position; (b) aid the persons charged with making the decision by disclosing any material facts within such person’s knowledge that bear on the advisability of such transaction from the standpoint of the Corporation; and (c) not be entitled to vote on the decision to enter into such transaction.

ARTICLE IX

AMENDMENTS

SECTION 9.1 AMENDMENTS. All or any portion of these Bylaws may be modified, amended or repealed and new Bylaws may be adopted by a majority vote of the members of the Board of Directors, provided that any proposed modification or amendment is submitted in writing to the members of the Board at least seven (7) days prior to the meeting set to take such action.

Considered and duly adopted as revised by the Board of Directors of Connections for Independent Living this _____ day of _____, 2018.

Executive Committee Signatures/Date

Royal Curry, President

J. Phillip Brewer, ~~President Elect~~ *Suggested: Vice-President*

~~Mary Jo Brockshus, Treasurer~~

Shane Ellis, Secretary

