

# DEVELOPMENTAL DISABILITIES RESOURCE CENTER



## BYLAWS

### ARTICLE I

#### NAME AND LOCATION

The name of this Corporation shall be DEVELOPMENTAL DISABILITIES RESOURCE CENTER (the “corporation” or “DDRC”).

The principal office of the corporation is located at 11177 W. 8<sup>th</sup> Avenue, Lakewood, Colorado 80215, but additional facilities may be established from time-to-time by resolution of the Board of Directors.

### ARTICLE II

#### PURPOSE

This corporation is organized on behalf of and shall be operated primarily for the benefit of persons with an intellectual and developmental disability and their family members who live in the corporation’s service area. The corporation shall be authorized to engage in all lawful activities. The corporation is designated as a Community-Centered Board pursuant to Colorado Revised Statutes (“C.R.S.”) section 25.5-10-209.

### ARTICLE III

#### CORPORATION

##### Section 1. Membership

To be eligible for membership in the corporation, a person must reside in the corporation’s service area and either:

- be a person with an intellectual and developmental disability who is at least 18 years of age; or

- be the single designated family member of a person with an intellectual and developmental disability.

DDRC employees and employees of service agencies are ineligible for membership; provided, however, such persons are eligible for membership if they have a family member who is a person with an intellectual and developmental disability.

For purposes of these bylaws, the term “person with an intellectual and developmental disability” has the meaning defined in C.R.S. section 25.5-10-202(26)(b), as amended, and the term “family member” means those persons defined as “family” in C.R.S. section 25.5-10-202(16), as amended.

## Section 2. Member Meetings

### A. Annual Meeting

The corporation shall hold a meeting of the membership at least once each calendar year. The purpose of the meeting shall be to elect the elected positions on the Board of Directors and conduct any other business the Board of Directors may bring before the membership.

### B. Special Meetings

Special meetings may be called by a majority of the Board of Directors or upon written request of 25 members of the corporation for the purpose of providing or sharing information relevant to the corporation.

Meeting notices shall be posted at least ten (10) days before the meeting at the DDRC administration site and in other places as is made common practice. A notice of corporation meetings may be sent to the DDRC mailing list.

A quorum of the members at any member meeting shall consist of 25 members.

## ARTICLE IV

### BOARD OF DIRECTORS

#### Section 1. Powers

The Board of Directors shall govern and provide oversight of the affairs of the corporation, shall exercise the powers of the corporation, and shall control its property. It alone shall determine compliance with the corporation's stated purposes and shall have the power and authority to do and perform all acts or functions not inconsistent with these bylaws or the corporation's articles of incorporation.

#### Section 2. Composition

The Board of Directors shall consist of seventeen Directors appointed or elected as follows: four (4) Directors appointed by agencies as specified below, six (6) Directors elected by the membership as specified below, and seven (7) Directors appointed by the Board of Directors as specified below. DDRC employees (other than persons with an intellectual and developmental disability), and employees and Board members of service agencies are ineligible for membership on the Board of Directors. A minimum of 50% of the Board shall be persons with an intellectual and developmental disability and family members of such persons.

#### Section 3. Categories of Board Members

##### A. Agency Appointed

The Board shall include a representative from each of the following agencies:

Jefferson County Public Health  
Jefferson Center for Mental Health  
Jefferson County Commissioners  
Division of Vocational Rehabilitation, Jefferson County

Agency Appointed Directors are subject to approval by the DDRC Board of Directors.

##### B. Elected

Six (6) Directors shall be elected by the membership and shall be family members of persons with an intellectual and developmental disability. Each elected Director shall reside in DDRC's service area.

C. Board Appointed

Seven (7) Directors shall be appointed by the Board of Directors as follows: Public/Community Member - one (1) Director shall be representative of the public and shall not be a family member of a person with an intellectual and developmental disability.

Community Members - five (5) Directors may be designated as community representatives (professionals, family members, business persons, persons with an intellectual and developmental disability, etc.).

Representative Member - one (1) Director shall be representative of persons with an intellectual and developmental disability.

Section 4. Nominations and Elections

A. Nominations

The Governance Committee will review applications of potential Board member candidates, explore with each candidate his or her interest and availability to serve, and nominate individuals to be elected or appointed as Directors, all in accordance with a formal Board nomination process developed by the Committee.

B. Elections

- A ballot shall be prepared for use at the meeting.
- Nominations shall not be accepted from the floor.
- Proxy voting shall not be allowed.

Section 5. Terms of Office

Agency appointed Directors are generally appointed annually, by the agency represented, except that the County Commissioner representative is appointed every three years. The elected and Board appointed Directors shall be elected or appointed for three (3) year terms, with one-third of such terms ending each year.

## Section 6. Vacancies on the Board

### A. Resignations or Removal

Directors may resign at any time by tendering a written resignation to the Board of Directors. A Director's resignation shall take effect at the time specified in such written resignation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Directors may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the other Directors then in office, at any regular or special meeting.

### B. Filling Vacancies

If the vacant office was held by an agency appointed Director, only the agency that appointed the Director may fill the vacancy, subject to approval of the Board.

If the vacant office was held by an elected Director or a Board appointed Director, the Board may fill the vacancy for the unexpired term. The Governance Committee shall submit a nominee to the Board for its consideration and appointment to the vacant position. Application for nominations shall be submitted to the Governance Committee. Nominations from the floor will not be accepted. The Governance Committee shall submit its recommendations after a vacancy occurs.

## Section 7. Officers

The elected officers of the Board shall be a President, a Vice President, a Secretary and a Treasurer. The Board may also appoint, designate or authorize such other officers, assistant officers and agents, including an Executive Director, as it may consider necessary or useful. Officers may not hold more than one office at a time. Elected officers must be Directors of the corporation. Terms of office shall be one (1) year or until the officer's successor is elected.

### A. Election of Officers

The meeting at which the officers of the Board are elected shall be held within sixty (60) days after the annual member meeting.

B. Duties of Officers

1. President. The President has a lead strategic role facilitating and promoting the mission, vision and values of the organization through leadership to the Board and the Executive Director. Responsibilities include:
  - a. Conduct Board meetings, provide opportunities for all members to contribute, review relevant matters and make decisions accordingly.
  - b. Meet with the Executive Director on a regular basis to provide direction and guidance.
  - c. Serve as chair of the Executive Committee.
  - d. Serve on the Finance/Human Resources Committee.
  - e. Serve on the Governance Committee.
  - f. Serve as an ex-officio voting member of all other Board committees.
  - g. Appoint Board committee chairs and make committee member assignments.
  - h. Have the power to appoint special committees subject to approval by the Board of Directors.
  - i. Sign official documents on behalf of the Board of Directors.
  - j. Conduct an annual review of the Executive Director with the Vice President or another Executive Committee member.
  - k. Assist the Executive Director in identification of issues for Board consideration.
  
2. Vice President. The Vice President shall, in the absence of the President, exercise the powers and perform the duties of the President. Responsibilities include:

- a. Chair the Governance Committee.
  - b. Serve on the Executive Committee.
  - c. Serve on the Finance/Human Resources Committee.
  - d. Typically will conduct an annual review of the Executive Director with the President.
3. Secretary. The Secretary shall provide oversight of Board business documentation and communication. Responsibilities include:
- a. Review the minutes of the Board meetings and ensure: (i) the minutes are recorded along with the date of their approval and what, if any, further action was taken on them, (ii) the minutes are preserved among the corporation's official records, and (iii) the minutes are posted to the corporation's website in accordance with C.R.S. section 25.5-10-209(6)(g).
  - b. Serve on the Executive and Finance/Human Resources Committees.
  - c. In the absence of the President and Vice President, call the Board meeting to order and preside until the immediate election of a chairperson pro tem.
  - d. Sign official documents and communications on behalf of the Board of Directors.
  - e. Read official correspondence at the Board meetings.
  - f. Create Consent Agenda at the Board meetings.
  - g. If the Secretary is not available for the Board meeting the duties fall to the Vice President or Treasurer.
4. Treasurer. The Treasurer shall manage the review of and action related to the Board's financial responsibilities. Responsibilities include:

- a. Chair the Finance/Human Resources Committee.
- b. Assist staff with the development of the annual budget and review and approve annual budget prior to submission to the Board of Directors for approval.
- c. Consult with the Executive Director and Chief Financial Officer as necessary regarding financial matters affecting the corporation.
- d. Review and recommend banking institutions and investment vehicles.
- e. Serve on the Executive Committee.
- f. Present the financial statements to the Board of Directors.
- g. If the Treasurer is not available for the Board meeting the duties fall to the Vice President or Secretary in partnership with staff.

C. Vacancies

The unexpired term of vacancies in an elected office shall be filled by the Board of Directors, except that a vacancy in the office of President of the Board of Directors shall be filled by the Vice President.

Section 8. Meetings of the Board of Directors

A. Regular Meetings

Regular meetings of the Board of Directors shall be held at least ten (10) times each year and are open to the public, except that, by vote of a two-thirds majority of Directors present, the Board may elect to address certain proprietary and/or personnel matters listed in C.R.S. section 25.5-10-209(2)(b)(IV) in Executive Session.

B. Notice of Regular Meetings

Notice of regular meetings shall be sent one week before the meeting to all Directors, either via email or to the usual business or residence address of a

Director (and the form of notice need not be the same for all Directors), provided however, that any notice required may be waived by a Director at any time. A meeting agenda will be posted in accordance with C.R.S. section 25.5-10-209(6)(b).

C. Special Meetings

Other meetings shall be called by the President or upon written request of at least four (4) Directors. The purpose of the meeting shall be stated. Except in cases of emergency, at least three (3) days' notice shall be given to the Directors. Unless the purpose of the meeting is to address proprietary and/or personnel matters listed in C.R.S. section 25.5-10-209(2)(b)(IV), a meeting agenda will be posted in accordance with C.R.S. section 25.5-10-209(6)(b).

D. Quorum and Voting

A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Colorado Revised Nonprofit Corporation Act (the "Act"), the corporation's articles of incorporation or these bylaws. 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.

E. Conflict of Interest

Directors must disclose any potential conflict of interest in accordance with Board policy and procedures, and must abstain from voting on issues with which they have a conflict of interest.

F. Minutes

The minutes, after approval, will be signed by the Secretary of the Board and the administrative secretary to the Board and posted to the corporation's website in accordance with C.R.S. section 25.5-10-209(6)(g), as amended.

## Section 9. Committees

The following Committees of the Board of Directors are hereby established. The delegation of authority to any Committee shall not operate to relieve the Board of Directors or any member of the Board from any responsibility or standard of conduct imposed by law or these bylaws. Rules governing procedures for meetings of any Committee, including rules for addressing certain proprietary and/or personnel matters in Executive Session, shall be the same as those set forth in these bylaws or the Act for the Board of Directors unless the Board or the Committee itself determines otherwise.

### A. Executive Committee

The Executive Committee shall consist of the elected officers of the corporation as described in Article IV, Section 7 and shall include the immediate Past President if that individual continues to be a member of the Board of Directors. The President shall serve as the chair.

The Executive Committee is responsible as the central planning group, in conjunction with the Executive Director, for overseeing the mission, business and fiduciary responsibilities of the corporation.

Meetings of the Executive Committee are open to the public and are usually held on the fourth Tuesday of the month. Notices of Executive Committee meetings are posted in major facilities.

### B. Finance/Human Resources Committee

The Finance/Human Resources Committee shall consist of the elected officers of the corporation as described in Article IV, Section 7, and at least two other Directors appointed by the President. The Treasurer shall serve as the chair.

The Finance/Human Resources Committee is responsible for reviewing the financial and human resources related business of the corporation and making recommendations to the Board of Directors. The Committee shall, in conjunction with the Executive Director and other staff, develop and prepare the fiscal budget for submission to the Board of Directors and provide financial and workforce oversight.

Meetings of the Finance/Human Resources Committee are open to the public and are scheduled on an as needed basis. Notices of Finance/Human Resources Committee meetings are posted in major facilities.

C. Governance Committee

The Governance Committee shall consist of the President, the Vice President, and up to four other Directors appointed by the President. The Vice President shall serve as the chair.

The Governance Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the Board of Directors. The Committee will focus on: (i) Board roles and responsibilities; (ii) Board composition; (iii) Board knowledge; (iv) Board effectiveness; and (v) Board leadership.

Meetings of the Governance Committee are open to the public and are scheduled on an as needed basis. Notices of Governance Committee meetings are posted in major facilities.

D. Other Committees

The Board of Directors may authorize the establishment of other Committees, Advisory Boards or Task Forces from time-to-time and assign duties to them. The President shall appoint the members of the Committees.

## **ARTICLE V**

### GENERAL PROVISIONS

#### Section 1. Compensation/Salary

Directors shall not receive any stated salary or fees for their services as such. They may be reimbursed for actual expenses incurred in performance of service for the corporation. The Board of Directors may, at its discretion with full disclosure, contract for and appropriate compensation to Directors rendering special or unusual services to the corporation.

## Section 2. Indemnification

The corporation shall indemnify all Directors, officers, employees, volunteers and agents to the fullest extent permitted by C.R.S. sections 7-129-101 et. seq., as amended.

## Section 3. Insurance

The corporation shall purchase and maintain insurance on behalf of any person who is, or was, a Director, officer, employee or volunteer of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee, volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and 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 him/her against liability under the provisions of this section or the Act.

## Section 4. Financial Responsibility

The Board of Directors shall have the power to exercise any corporate function, power, or right not in conflict with the applicable statutes of the Federal Government, State of Colorado, local ordinances or the Articles of Incorporation.

All checks, drafts, or other orders for the payment of money issued in the name of the corporation shall be signed by individuals filling positions designated by the Board. All contracts, notes or evidence of indebtedness, of an amount equal to or in excess of an amount specified and approved by the Board of Directors, shall be signed by the President or Vice President or Secretary or Treasurer or as an alternative, by two Directors.

## **ARTICLE VI**

### FISCAL YEAR

The fiscal year of the corporation shall begin July 1 and end June 30.

## **ARTICLE VII**

### PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern DDRC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

## **ARTICLE VIII**

### AMENDMENTS

#### Section 1. Amendments

These bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds vote of the Directors then in office, provided that the amendment has been submitted in writing at the previous regular meeting.

#### Section 2. Effective Date of Amendments

Amendments to these bylaws shall take effect upon adjournment of the meeting of the Board of Directors at which they are adopted unless otherwise provided.

## **ARTICLE IX**

### DISSOLUTION

In the event of dissolution of the corporation, no part of the assets or net earnings of the corporation shall ever be used, nor shall the corporation ever be organized or operated for purposes that are not exclusively charitable or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the corporation's net earnings shall inure to the benefit of any officer, Director, or other private individual except that reasonable compensation and expenses may be paid for services rendered or for other reasons permitted by statute consistent with the purposes and restrictions of the corporation's articles of incorporation and these bylaws.

After the payment or the provision for payment of all the liabilities of the corporation, the Board of Directors, in its sole discretion, shall transfer all net assets of the corporation to one or more nonprofit corporations or institutions for the purpose of serving individuals with intellectual or developmental disabilities.

On dissolution, any assets not so disposed of will be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located.

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Approved September 26, 2018