

Bylaws of Commerce City Community Health Services
d/b/a Community Health Services
A Colorado Nonprofit Corporation
(Supersedes Bylaws dated January 13, 1997)
AS AMENDED September 21, 2010

ARTICLE I
NAME AND PURPOSE

SECTION 1: The name of the Corporation shall be COMMERCE CITY COMMUNITY HEALTH SERVICES

SECTION 2: COMMERCE CITY COMMUNITY HEALTH SERVICES is a 501(c)(3) organization organized exclusively for charitable purposes, more specifically to provide health care services. The purposes of the Corporation are promoted through provision of health care and health promotion services to children ages birth – 21 and health promotion services to adults influencing the school-aged child.

ARTICLE II
LOCATION

The principal office of the organization, at which the general business of the corporation will be transacted and where the records of the corporation will be kept, will be at 4675 East 69th Avenue, Commerce City, Colorado 80022.

ARTICLE III
BOARD OF DIRECTORS

SECTION 1: BOARD ROLE, SIZE AND COMPENSATION

The Board is responsible for the overall policy and direction of the Corporation, and delegates responsibility for day-to-day operations to the Executive Director and committees. The duties of the Board of Directors shall be (a) to approve a budget prior to the beginning of the ensuing fiscal year (b) to present reports to cooperating and supporting agencies as appropriate (c) to support the organization through fund raising, advocacy and networking, (d) to manage the overall affairs of the Corporation (e) to appoint, establish compensation for, appraise the performance of, and remove the Executive Director

The Board of Directors shall have up to fifteen (15) and not fewer than seven (7) members. The Board receives no compensation other than reasonable expenses.

SECTION 2: BOARD ELECTIONS

New Directors and Directors being elected for a second term are elected by a majority vote of the Board of Directors at the regularly scheduled annual meeting. The members of the Board of Directors shall serve until the election and qualification of their successors.

SECTION 3: REPRESENTATION

The Board of Directors may include but not be limited to representation from the groups listed below

- Parent members
- Local municipalities
- Board of Education members and representatives
- Medical Community
- Business Community

Community Health Services is committed to a policy of fair representation on the Board of directors and will not discriminate with regard to race, creed, color, ethnicity, national origin, geography, religion, sex, sexual orientation, gender expression, age, physical or mental ability, veteran status, military obligations or marital status.

SECTION 4: TERMS OF OFFICE

The term of appointment of the Board of Directors will be two (2) years commencing at the annual meeting. After a Director has served four consecutive terms they may be reelected after a one year hiatus as a Board member. Appointment of the Board shall be staggered so that no more than 50% of the membership shall be appointed in any one year.

SECTION 5: UNEXPIRED TERMS

When a director dies, resigns or is removed, the Board may elect a director to serve for the duration of the unexpired term.

SECTION 6: VACANCIES

The Board may elect one or more persons to serve as directors until the next annual meeting to fill a position on the Board when the number of directors is less than the minimum required by these bylaws.

SECTION 7: REMOVAL OF DIRECTOR

Any director may be removed from the Board of directors by an affirmative vote of two-thirds of the directors present at an official meeting of the Board. At least ten days' notice of the proposed removal will be given to the involved director, who will be given an opportunity to be present and to be heard at the meeting at which the removal is considered.

SECTION 8: ABSENCE CONSIDERED A RESIGNATION

Absence from three consecutive Board meetings or one-third of meetings annually shall be considered a resignation constituting a vacancy to be filled by the Board.

SECTION 9: LEAVE OF ABSENCE

If a Director's schedule temporarily changes due to business, illness, or personal obligations, and the change would prevent the Director from meeting the Board meeting attendance requirements, they may request a leave of absence for up to six (6) months. The request should be made in writing to the Chair of the Board Development committee who will present it to the Board for approval. The leave of absence only excuses them from attendance at Board meetings, not from other Board member obligations to stay informed regarding Community Health Services activities.

SECTION 10: COMPENSATION AND EXPENSES

No compensation shall be paid to Directors for their services as a member of the Board. By resolution of the Board, reasonable expenses may be allowed for attendance at regular and special meetings of the Board.

SECTION 11: RESIGNATION

A Director may resign at any time by giving written notice to the Board, the President or the secretary/treasurer of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1: REGULAR

The Board of Directors shall meet a minimum of four times a year at a place and time determined by the Board of Directors. Meeting of the Board of Directors may be called by the President or by a majority of the members of the Board.

SECTION 2: SPECIAL

Special meetings of the Directors may be called by or at the request of the President or majority of the Board members.

SECTION 3: ANNUAL

An Annual Meeting of the Board of Directors will be held sometime in the month of July for the purpose of election of directors, officers and approval of the budget.

SECTION 4: NOTIFICATION

Notice of any special meeting shall be given at least three days prior to by written notice delivered personally, email, fax, telephone or mailed to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon pre-paid. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 5: OPEN TO PUBLIC

Regular, special and annual meetings shall be open to the public. Executive sessions may be held as needed.

SECTION 6: QUORUM

At least 51% of the total Board membership shall constitute a quorum.

SECTION 7: VOTING

A Director of the corporation who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 8: MEETINGS BY CONFERENCE TELEPHONE OR SIMILAR COMMUNICATIONS

Members of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at a meeting.

SECTION 9: ROBERT'S RULES OF ORDER

Robert's Rules of Order will be the authority for all questions of procedure at any meeting of Community Health Services.

SECTION 10: MANNER OF ACTING

The act of the majority of the Board of Directors present at a scheduled meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise set forth in these bylaws.

SECTION 11: ACTION BY DIRECTORS WITHOUT A MEETING.

Any action required by the Colorado Nonprofit Corporation Act to be taken at a meeting of the Directors or committee of the Directors or any action which may be taken at a meeting of the Directors or committee of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors or committee members entitled to vote with respect to the subject matter thereof.

ARTICLE V OFFICERS, ELECTION, and DUTIES

SECTION 1: NUMBER AND TITLES

The officers of the Corporation shall consist of a President, President-Elect, Secretary/Treasurer.

SECTION 2: ELECTION AND TERMS

- a) Officers shall be elected by majority vote of the Board of Directors annually, in the month of July. Officers shall assume their official duties immediately following their election and shall serve for a term of one year and/or until the election and qualification of their successors.
- b) Any Director of the Corporation may nominate any Director for each office to be filled at the meeting in which officers are elected by the Board of Directors, so long as said person has consented to serve if elected.
- c) No two offices may be held by the same person.
- d) All officers must be members of the Board of Directors.
- e) The Executive Director shall be an ex officio member of the Board of Directors, without vote.
- f) The President will be ex officio member of all committees.
- g) A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Board of Directors except if it is the President, it will be by succession.
- h) No Officer shall be eligible to serve more than two (2) consecutive full-length terms in the same office.

SECTION 3: DUTIES

- a) The President shall preside at all meetings of the Corporation and of the Board of Directors at which he/she may be present; shall perform such other duties as may be prescribed in these Bylaws or assigned to him/her by the Board of Directors.
- b) The President-Elect shall act as aide to the President and shall succeed the President in office when the President's term is complete. In the absence of the President, the President-Elect assumes the duties of the President including presiding at meetings.
- c) The Secretary/Treasurer shall cause the minutes of all meetings of the Corporation and of the Board of Directors to be recorded and published and shall perform such other duties as may be delegated. In addition, the Secretary/Treasurer shall be responsible for the safeguarding and proper accounting and disbursement of funds received by the Corporation. The Secretary/Treasurer will cause quarterly financial reports to be made to the Board of Directors.
- d) Any officer or agent elected or appointed by the Directors may be removed by the Directors whenever in their judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VI EXECUTIVE DIRECTOR

SECTION 1: APPOINTMENT

The Corporation's Board of Directors shall appoint an Executive Director to manage the operations of Community Health Services. The Executive Director shall have such job description as determined by the Board of Directors.

SECTION 2: COMPENSATION

The Board of the Directors shall establish compensation of the Executive Director. The Corporation shall reimburse actual, reasonable and necessary expenses of the Executive Director.

SECTION 3: ANNUAL APPRAISAL

The Board of Directors is responsible for conducting an annual performance appraisal of the Executive Director.

SECTION 4: REMOVAL

The Executive Director may be removed by the Board of Directors of the Corporation based on criteria set forth by the Board of Directors and communicated to the Executive Director.

ARTICLE VII COMMITTEES

SECTION 1: COMMITTEES

The Board of Directors may maintain an Executive Committee and Board Development Committee which shall be standing committees, together with such other ad hoc committees that the Board may decide to create. These committees may include but not be limited to Marketing, Finance, and Advisory Group.

SECTION 2: ACCOUNTABILITY AND AUTHORITY

Each committee shall report to the Board of Directors on an as needed and as required basis. The Board of Directors may form and dissolve other ad hoc committees as required from time to time to carry out functions of the Corporation. Every committee will have a written job description approved by the Board of Directors outlining the committee's charge.

SECTION 3: COMMITTEE CHAIRS AND MEMBERS

The Chairs of the committees will be members of the Board of Directors. Members of the committees need not be members of the Board of Directors.

SECTION 4: APPOINTMENT AND TERMS

Committee chairs will be appointed by the President. Committee chairs may be removed by the President.

ARTICLE VIII SEAL

The Seal of the Corporation shall be as more particularly shown in the following impression:

ARTICLE IX AMENDMENTS

The Bylaws will be reviewed annually by a committee and may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting of the Board of Directors of the Corporation. Notification of the proposed changes will be communicated to the Board members ten (10) days prior to the meeting.

ARTICLE X INDEMNIFICATION of BOARD OF DIRECTORS

INDEMNIFICATION GENERALLY. The Corporation shall indemnify Covered Persons (as that term is defined in this Article) to the extent and in the manner set forth in this Article.

A. Indemnification - Persons Who Are Entitled to Indemnity. The following persons (referred to in this Article as "Covered Persons") shall be entitled to seek indemnity from the Corporation:

1. Any person who is now serving or who has served as a Director or Officer of the Corporation and who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by reason of such service whether civil, criminal, administrative, or investigative (including, without limitation, an action by or on behalf of the Corporation); and
2. Any person who is now serving at the request of the Corporation or who has served at the request of the Corporation as a director, officer, fiduciary, employee or agent of a corporation, joint venture, trust, political subdivision, body politic, state agency, or other entity or enterprise and who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by reason of such service whether civil, criminal, administrative, or investigative (including, without limitation, an action by or on behalf of the Corporation).

A claim described in subparagraphs (1) and (2) of this paragraph (B) is referred to hereafter as an "Eligible Claim."

B. Scope and Conditions of Indemnity. The Corporation shall indemnify a Covered Person against costs arising out of an Eligible Claim, including such person's expenses in defending such claims (including but not limited to reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action; provided, however, that indemnification pursuant to this provision shall not be permitted with respect to any acts or omissions which constitute willful or intentional malfeasance, gross negligence or criminal acts. The Corporation shall so indemnify a Covered Person against an Eligible Claim if such person acted in good faith and in a manner such person believed to be in or not opposed to the best interests of the Corporation. The termination of any civil action, suit or proceeding by judgment, order, settlement, or its equivalent, shall not of itself create a presumption that any act or omission which was the subject of the action, suit or proceeding constituted willful or intentional malfeasance or gross negligence, or was not in the best interest of the Corporation.

C. Indemnity - Mandatory and Discretionary.

1. Mandatory Indemnity. To the extent that a Covered Person has been successful on the merits in the defense of any Eligible Claim, such person shall be indemnified.

2. Discretionary Indemnity. Any other indemnification under this Article (unless ordered by a court) shall be made by the Corporation only as it may in a specific case determine to be proper in the circumstances because such person has met the applicable standard of conduct set forth in Section VIII (C). Such determination shall be made by the Corporation by a majority vote of the disinterested Directors, whether or not a quorum, or (if such opinion is sought by a majority vote of the disinterested Directors) by independent legal counsel in a written opinion. The Corporation may accept or reject the determination of the independent legal counsel by a majority vote of the disinterested Directors, whether or not a quorum

D. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, fiduciary or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, or director, or any similar managerial, advisory, or fiduciary position, or as an employee, or agent of another corporation, partnership, joint venture, trust, or other entity or any other person against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VIII. To the extent that the proceeds of any such insurance are available to a Covered Person, the Corporation need not make any payment from its own funds to such person in furtherance of its indemnity obligation hereunder.

ARTICLE XI CONTRACTS, CHECKS, DEPOSIT AND FUNDS

1. **CONTRACTS.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract of execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or may be confined to specific instances.
2. **CHECKS, DRAFTS OR ORDERS.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Executive Director and counter signed by the Secretary/ Treasurer as prescribed by Board policies.
3. **DEPOSITS.** All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
4. **FISCAL YEAR.** The fiscal year of the Corporation shall begin on the first day of August in each year and end at midnight on the 31st day of July the following year.

ARTICLE XII WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Corporation under the provisions of these bylaws or under the provisions of the articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIII
CONFLICT OF INTEREST**

The Corporation shall avoid the active participation of any director in a manner that poses a conflict of interest with respect to that director. A conflict of interest shall be considered to arise when any matter under consideration by the Board of directors involves the potential for a significant or material benefit to a director or any member of his or her immediate family or to any business, financial, or professional organization of which the director or any member of his or her immediate family is an officer, director, member, owner, or employee. Whenever any matter comes before the Board of directors which any director recognizes may give rise to a conflict of interest, the Board of directors shall not approve any action or transaction bearing upon the conflict unless the following procedures are observed:

Bylaws of COMMUNITY HEALTH SERVICES dated the 13th day of January 1997. Amended by action of the Board of Directors at their Board Meeting on September 21, 2010.

President

President-Elect

Secretary/Treasurer

