

# Bylaws of The Arc - Jefferson, Clear Creek & Gilpin Counties

*an incorporated, charitable, non-profit, non-political, non-sectarian organization.*

Approved by the Membership June 21, 2023

## ARTICLE I—Name and Purpose of the Organization

### ✧ **Section 1—Name**

The name of the Organization is The Arc – Jefferson, Clear Creek & Gilpin Counties (The Arc).

### ✧ **Section 2—Purpose**

The Purpose of The Arc is to provide leadership in addressing the choices and needs of individuals persons with intellectual and developmental disabilities and their families while safeguarding the rights of these individuals persons, facilitating choices, and promoting independence and inclusion in community life.

## ARTICLE II—Offices and Territory

### ✧ **Section 1—Principal Office**

The principal office will be located within the service area as indicated in the application for membership approved by The Arc of Colorado and The Arc of the United States ; this area includes Jefferson, Clear Creek and Gilpin Counties, Colorado.

### ✧ **Section 2—Registered Office**

The registered office of the Organization, required by the Colorado Revised Nonprofit Organization Act to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

### ✧ **Section 3—Affiliations**

This organization is an affiliated local chapter of The Arc of Colorado and The Arc of the United States and shall conform to the governance and requirements of these organizations as applicable.

## ARTICLE III—Membership

### ✧ **Section 1—Membership**

Membership in the organization shall be open to all interested persons. Persons may express interest by either making an annual financial contribution no later than 30 days prior to The Arc’s Annual Meeting, or by expressing interest in Membership at any time during or after the advocacy process. Membership obtained through the advocacy process has no expiration date. Membership in The Arc is individual in nature.

### ✧ **Section 2—Privileges and Responsibilities**

Members shall be entitled to all the rights and privileges of this organization and shall share in its responsibilities, including voting rights in the General Membership meeting. Each Member of The Arc is entitled to one vote. Membership in this organization includes additional membership in The Arc of Colorado and The Arc national organization).

### ✧ **Section 3—Resignation and Termination**

A member may resign at any time with written notice to The Arc. Membership may be terminated by the Board of Directors for violations of The Arc’s Code of Ethics.

### ✧ **Section 4—Duties**

Members may vote on adoption or revision of these Bylaws and on the election of members to serve on the Board of Directors. Elections occur at the Annual meeting.

## ARTICLE IV—Meetings of the Organization

### ✧ **Section 1—Annual Meeting**

The Annual meeting shall be held in the last quarter of the year and may not be omitted.

### ✧ **Section 2—Notification**

Members shall be notified by first-class mail or by electronic means not less than 10 days or more than 60 days prior to the Annual Meetings.

The meeting notice shall provide for the place, date and time of the Annual Meeting and shall include a description of any matter(s) that must be approved by the members or for which the members' approval is sought under C.R.S. §§ 7-128-501, 7-129-110, 7-130-103, 7-130-201, 7-131-102, 7-132-102, and 7-134-102. C.R.S. § 7-127-104.

✧ **Section 3—Quorum**

Fifteen members who are eligible to vote shall constitute a quorum at a Annual meeting.

**ARTICLE V—Dues**

Annual dues may be established by the Board of Directors.

**ARTICLE VI—Fiscal Year**

The Fiscal Year shall begin July 1 and end June 30.

**ARTICLE VII—Board of Directors**

✧ **Section 1—Composition**

The Board of Directors shall consist of nine to fifteen (9 to 15) Directors. At least one-third (1/3) of the Board of Directors shall be persons with intellectual or developmental disabilities, family members or legal guardians of persons who have intellectual or developmental disabilities.

✧ **Section 2—Regular Meetings**

The Board of Directors shall establish its own meeting schedule but will meet no fewer than four times per year. The meeting schedule will be posted publicly and meetings will be open to the membership and general public except as provided for by Colorado law.

✧ **Section 3—Special Meetings**

A Special Meeting of the Board may be called by the President on not less than two (2) calendar days' notice of the date, time and place of the special meeting. In addition, upon the written request of three (3) ~~Board members~~ **Directors** at any time, the Secretary shall call a special meeting on not less than two (2) calendar days' notice of the date, time and

place of the special meeting. C.R.S. § 7-128-203(2).

✧ **Section 4—Quorum**

A quorum ~~for Board meetings~~ shall ~~consist of at least~~ **be** seven (7) ~~Directors~~ **Board members** or more than half of the ~~current total number of Board members of~~ **Directors** ~~Directors present~~, whichever is greater. ~~Board members~~ **Directors** who attend via telephone or electronically are considered to be present at the meeting and should be counted as part of the quorum.

✧ **Section 5— Minutes**

Minutes shall be kept on all meetings and copies transmitted to all ~~Board members~~ **Directors** prior to the next scheduled Board meeting. Minutes will be retained by the Arc in alignment with document retention and destruction policy.

✧ **Section 6—Powers**

The Board ~~of Directors~~ shall be responsible for the strategic direction, governance, business and policy decisions of the organization. The Board ~~of Directors~~ is authorized to expend funds of the organization in support of its mission and purpose, but may not exceed the net worth of the organization.

✧ **Section 7—Delegation of Powers**

The Board of Directors may delegate authority and decision-making to the Executive Director.

✧ **Section 8—Outside Expertise**

The Board ~~of Directors~~ is empowered to acquire outside expertise for committees as required, and for specific tasks from time to time as determined by action of the Board.

✧ **Section 9—Qualifications**

~~In order to~~ **To** qualify to be a ~~member~~ **Director of the Board**, a candidate must be a member of this organization in good standing. No less than sixty percent (60%) of ~~the~~ **composition of** the Board ~~of Directors~~ **members** ~~composition~~ must reside in Jefferson, Clear Creek, or Gilpin Counties or have a family member who is eligible to receive services in those counties ("residency requirement"). Up to

twenty percent (20%) of the Board of Directors may work in Jefferson, Clear Creek or Gilpin Counties but not reside within those boundaries (“work requirement”). Up to twenty percent (20%) of the Board of Directors may be exempt from either the residency requirement or work requirement. Only one person per external organization may serve on the Board of Directors at a time.

❖ **Section 10—Personal Liability**

Personal Liability for Torts of Employees. No director or officer shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such director or officer was personally involved in the situation giving rise to the litigation or unless such director or officer committed a criminal offense in connection with such situation. The protection afforded in this Section shall not restrict other common law protections and rights that a director or officer may have. This Section shall not restrict the Organization's right to eliminate or limit the personal liability of a director to the Organization for monetary damages for breach of fiduciary duty as a director.

Personal Liability for Monetary Damages. If provided for in the Articles of Incorporation, the personal liability of any of the Organization's directors to the Organization for monetary damages for breach of fiduciary duty as a director is eliminated, except that this provision shall not eliminate the liability of the director to the Organization for monetary damages (a) for any breach of the director's duty of loyalty to the Organization or to its members; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the Colorado Revised Nonprofit Corporation Act (“the Act”); (c) for acts specified in Sections 7-128-403 or 7-128-501 of the Act; or (d) for any transaction from which the director directly or indirectly derived an improper personal benefit.

❖ **Section 11—Indemnification**

Except as may be otherwise provided by statute, any person made a party to, or involved in, any civil, criminal or administrative action, suit or proceeding by reason of the fact that he/she is, or was, a director, an officer, or an employee of the Organization, or of any corporation for which he/she served as such at the request of the Organization, shall be

indemnified by the Organization against all expenses reasonably incurred by him/her or imposed on him/her in connection with, or resulting from, the defenses of such action, suit or proceeding, or in connection with, or resulting from, any appeal therein, except with respect to matters as to which it is adjudged in such action, suit or proceeding that such officer, director or employee is liable to the Organization or to such other corporation for gross negligence or willful misconduct in the performance of his/her duties. As used herein, the term “expenses” shall include all obligations incurred by such person for the payment of money, including without limitation, attorneys’ fees, judgments, awards, fines, penalties and amounts paid in satisfaction of judgment or in settlement of any such action, suit or proceeding, except amounts paid to the Organization or such other corporation by him/her. A judgment or conviction shall not, in and of itself, be deemed an adjudication that such director, officer or employee is liable to the Organization or such other corporation for gross negligence, willful misconduct in the performance of his/her duties.

Determination of the right to such indemnification and the amount thereof to be made, at the option of the person to be indemnified, by any of the following procedures: a) order of the court or administrative body having jurisdiction of the action, suit or proceeding; b) resolution adopted by a majority or quorum of the Board of Directors without counting in such majority or quorum any directors who have incurred expenses in connection with such action, suit or proceeding; or c) order of any court having jurisdiction over the Organization. Any such determination that a payment by the way of indemnity should be made shall be binding upon the Organization. Such right of indemnification shall not be exclusive of any other right which such directors, officers or employees of the Organization may have or hereafter acquire.

❖ **Section 12—Conflict of Interest**

The Arc has a Conflict of Interest Policy that requires all ~~Board members~~ Officers and Directors to disclose any conflicts of interest.

ARTICLE VIII—Election of Officers and Directors

❖ **Section 1—Officers**

The elected Officers of this organization shall be the President, Vice-President, Secretary and Treasurer. The Governance Committee, having performed a due diligence process of potential candidates, shall also present its recommended list of nominees of Officers to be elected by the Board of Directors by a two-thirds (2/3) majority at the first regular Board meeting of the year. The recommended nominees may include the Immediate Past President who, if elected, shall also be considered an Officer of the Organization.

❖ **Section 2—Office Commencement**

All terms of office shall commence on the first day of the Fiscal Year following the Annual meeting or immediately, when appointed to fill a vacancy.

❖ **Section 3—Term of Office**

The term of office for Directors and Officers of the Organization is two (2) years or until the installation of their successors. Officers may serve two terms in one position. Newly elected Officers begin a new two-year term upon installation as an Officer and forfeit any remainder of their existing Director term. Except as set forth below, Officers and Directors may serve a consecutive total of no more than eight (8) years in any capacity. The Immediate Past President may serve up to two (2) terms in that capacity and the term limit of eight (8) years will not apply to this position.

Board members who have reached the 8 year term limit may be re-nominated to serve on the Board upon nomination by the Governance Committee and election by the Membership; however, at no time may the percentage of such Board members exceed 25% of the total number of Board members.

- If a Director is elected or appointed by the Board as an Officer, and the Officer two-year term exceeds the end date of the ~~individual's persons~~ last elected Director term, that ~~individual's person's~~ term expiration date is automatically extended to match the term of the Office for which they have been elected or appointed.
- If ~~an individual person~~ is elected or appointed to a different Officer position while already serving in an Officer position, that ~~individual person~~ will forfeit the remainder of the first Office's term.

The remaining Board members must rotate off the board at least one year before being considered for re-nomination.

❖ **Section 4—Nomination and Election**

The Board of Directors is elected by the Membership during the Annual Meeting. Candidates for the Board of Directors are nominated by the Governance Committee. The slate of candidates will be sent to the members via first class mail or electronically at least thirty (30) days and no more than 60 days prior to the annual General Membership meeting. Only the names of active members who have consented to serve if elected may be presented.

❖ **Section 5—Resignation**

In the event a Board ~~member~~ Director or Officer resigns, written notice of resignation should be submitted to the President. Such resignation shall be immediately effective upon delivery of written notice to the President.

❖ **Section 6—Removal**

- a) If a Board member misses fifty percent (50%) of Board meetings within a six month period, that person's seat on the Board will be determined vacant. Vacancies shall be filled at the discretion of the Board of Directors to complete the vacated term and/or office. Special exceptions may be made upon petition to the Executive Committee.
- b) The Board may also remove any Officer or Director for cause by two-thirds (2/3) vote of all Directors then in office, at any regular or special

meeting of the Board, provided that a statement of the reason or reasons shall have been provided via regular or electronic mail to the Officer or Director proposed for removal at least ten (10) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice. A Board Member shall be removed for cause, including but not limited to:

1. Failure to adhere to these by-laws.
2. Intentional failure to declare a conflict of interest.
3. Substantial lack of attendance at committee, subcommittee and/or task force meetings
4. Any violation of The Arc's Code of Ethics
5. Any form of Board representation not authorized by the President
6. A felony conviction during the Board Member's term of service on the Board.

## ARTICLE IX—Officer Duties

### ✧ **Section 1—President**

The President shall preside at the Annual Meeting, all meetings of the Board of Directors and the Executive Committee. The President shall appoint the chairpersons of all committees and special representatives, and supervise directly or indirectly their work. The President shall present a State of the Organization report to the membership at the Annual Meeting and make it available upon request. The President shall represent the organization at The Arc of Colorado meetings, or appoint an alternate. The President may appoint Board members to represent the Organization on other boards and committees.

### ✧ **Section 2—Vice President**

The Vice President shall succeed to the Presidency in case of a vacancy in the office and

shall perform the duties of the President in the event he/she cannot perform such duties. The Vice President shall undertake such other responsibilities as the President may assign.

### ✧ **Section 3—Secretary**

The Secretary shall keep accurate minutes of the meetings of the Membership, the Board of Directors and Executive Committee.

### ✧ **Section 4—Treasurer**

The Treasurer shall be responsible for the oversight of the financial affairs of the Organization, shall submit financial statements to the Board of Directors at each Board meeting and at such other times as may be requested by the Board. The Treasurer shall perform all other duties pertaining to the office. The Treasurer will serve on the Organization's Finance/~~Investment~~ Committee.

### ✧ **Section 5—Immediate Past President**

If elected, the Immediate Past President shall serve on the Executive Committee and other Committees as may be designated by the President.

## ARTICLE X—Committees

The standing committees of the Organization shall be the Executive Committee, the Finance Committee, Resource Development Committee, and the Governance Committee. The Board may establish other committees and task forces as required. Unless otherwise stated in the Bylaws, appointment to committees is made by the President. Committees are charged with making recommendations to the Board as a whole and may not act outside of full board authority, unless otherwise directed in the Bylaws.

### ✧ **Section 1—Executive Committee**

The Executive Committee shall be comprised of the Officers of the Organization and if elected, the Immediate Past President. The Executive Committee shall be responsible for assisting the Board of Directors in fulfilling its responsibilities in accordance with its Board-approved Charter.



❖ **Section 2—Finance Committee**

The Finance Committee shall be responsible for assisting the Board of Directors of the organization in fulfilling its fiscal and oversight responsibilities in accordance with its Board-approved Charter.

❖ **Section 3—Governance Committee**

The Governance Committee will assist the Board of Directors of the organization in fulfilling its oversight and fiduciary responsibilities in accordance with its Board-approved Charter.

❖ **Section 4—Resource Development Committee**

The Resource Development Committee will guide the Board in development of fundraising strategies to help ensure the financial viability and stability of The Arc.

**ARTICLE XI—arc Thrift Stores Representative**

The Executive Director shall represent the Organization at Member Chapter Committee and Allocation Committee meetings of the arc Thrift Store organization. In the event that the Executive Director cannot attend a member unit committee meeting or allocation committee meeting, the Executive Director shall appoint another Board or staff member to represent the Organization.

**ARTICLE XII—Rules of Order**

Robert's Rules of Order, Revised shall be the final authority as to Parliamentary Procedure when not in conflict with this Organization's Bylaws.

**ARTICLE XIII—Amendments**

Amendments to these Bylaws must be authorized by the Board of Directors and

approved by a two-thirds (2/3s) majority of member votes cast. Voting may occur at an Annual Meeting or via regular mail or electronically throughout the year. Proposed amendments must be mailed or made available electronically to the full membership for consideration at least thirty (30) days and no more than 60 days prior to the meeting or voting deadline. An amendment to the Bylaws becomes effective immediately upon its adoption unless the motion to adopt specifies otherwise.

**ARTICLE XIV—Dissolution**

In the event the Organization is dissolved as a corporation within the State of Colorado, and ceases to exist for the stated purposes, such articles of dissolution (C.R.S. § 7-134-103) shall be filed with the Secretary of State, according to the statutes of the State for dissolving a non-profit corporation, and such assets as remain shall revert to an escrow account for a period of three (3) years to allow time for reorganization, and if reorganization is not accomplished in that length of time, then shall be distributed to one or more agencies or organizations operating for exempt purposes of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, serving persons with developmental disabilities, as directed by the last elected Board of Directors of the Organization.

**ARTICLE XV—Policies**

The Board of Directors may establish certain policies for the organization to provide procedures, rules or strategic direction to guide or determine present and future decisions. A policy may be established, amended, repealed or altered, in whole or in part, by a two-thirds (2/3) affirmative vote of the Board of Directors.