

BY-LAWS

of

Envision

Creative Support for People with Developmental Disabilities

As amended and adopted September 3, 2009

ARTICLE I

Name

Section 1. The name of this corporation is Envision, Creative Support for People with Developmental Disabilities.

Section 2. The board of directors may, at any regularly scheduled meeting, adopt the use of additional trade names pursuant to state law.

ARTICLE II

Principal Office and Corporate Seal

Section 1. Principal Office. The principal office of the corporation shall be at 1050 37th Street, Evans, Colorado 80620

Section 2. Corporate Seal. The seal of the corporation shall be in a form approved by the board of directors.

ARTICLE III

Board of Directors

Section 1. Powers and Duties. The corporation shall be under the direction of a board of directors.

Without limiting the powers provided by law, the board of directors shall have the following powers:

- (a) To make and change policies not inconsistent with law, or with these by-laws, for the management and control of the corporation and its affairs.

- (b) To enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose.
- (c) To employ an Executive Director as agent for, and Chief Executive Officer of the corporation.
- (d) To borrow money and otherwise to incur indebtedness and to mortgage the property of the corporation, and otherwise give security for indebtedness.
- (e) To cause to be kept a complete record of all their minutes and acts, to cause an annual inspection or audit of the accounts of the corporation to be made.
- (f) To amend, alter, and repeal these by-laws or any part thereof, at any annual, regular or special meeting.

The Board shall have the duties set forth in C.R.S. 27-10.5 -105 (2), as amended from time to time.

Section 2. Qualifications; Elections; Tenure. The board of directors shall be composed of not less than ten or more than fifteen directors who reside or are employed in Weld County and shall, as much as possible, be representative of the geographic and demographic composition of the county.

- (a) The membership of the board of directors of the corporation shall be comprised of interested persons representing the community at large and persons receiving services and their families.
- (b) Directors shall serve for a term of three years and shall hold office until the annual meeting at the expiration of their terms.
- (c) Directors shall be nominated by the board of directors and shall be elected by a majority of the directors present at any regular or special meeting with their term commencing immediately upon election.
- (d) Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors present at any regular or special meeting. A director filling a vacancy shall be elected for the unexpired term and hold such office until such person's successor is elected.
- (f) Employees of the corporation, their immediate family members, and board members or staff members and their immediate family

- members of approved service agencies of the corporation are prohibited from serving on the board of directors.
- (g) Within the range established in these by-laws, the board of directors shall have the power by a two-thirds majority vote to increase its membership. A director chosen to fill a position resulting from an increase shall hold office until the next annual meeting of directors and until such person's successor has been elected.

Section 3. Annual Meeting. The annual meeting shall be held during the month of July. Written notice stating the place, day, and hour of the meeting shall be posted at the principal office and given or mailed to each member of the board of directors at least ten (10) days prior to the meeting. The annual meeting shall be for the purpose of electing directors, electing officers, and for the transaction of such other business as may come before the meeting reviewing the board's performance for the corporation.

Section 4. Regular Meetings. Regular meetings shall be held a minimum of once every calendar quarter at the principal office of the corporation and annually a written notice stating the place, date, and hour of the meeting shall be posted at the principal office and given or mailed to each member prior to July 1st. Notices shall be made available at no charge.

Section 5. Special Meetings. Special meetings may be called at any time by the president or by any four members. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting and notice shall be given to members at least two (2) days prior to the meeting.

Section 6. Quorum. A quorum shall consist of five directors, with at least one being an officer. Once a quorum is established, that status remains throughout the course of the meeting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 7. Open Meetings. Regular and special meetings of the board of directors shall be open to the public except that by vote of a two-thirds majority of members present, the board may elect to address the following matters in executive session:

- (a) the purchase, acquisition, lease, transfer, or sale of any real, personal or other property interest;
- (b) conferences with an attorney for the purpose of receiving legal advice on specific questions;
- (c) matters required to be kept confidential by federal or state law or rules or regulations;
- (d) specialized details of security arrangements or investigations;

- (e) determining positions relative to matters that may be subject to negotiations;
- (f) developing strategy for negotiations and instructing negotiators; and
- (g) personnel matters.

Section 8. Committees. The Board shall maintain the following committees:

- (a) Executive/Finance Committee shall be comprised of five members consisting of the President, Vice President, Secretary-Treasurer, immediate Past President, and one Director as member-at-large who is elected by the Board. If the past president is not available, an additional member-at-large will be elected by the Board. Except as otherwise provided by law, any action which may be taken at a meeting of the Board of Directors may be taken by this committee in emergency situations or as designated by a majority vote of the directors. Actions taken by this committee shall be reviewed and ratified by the entire Board at its next meeting.
- (b) Communications and Fund Development Committee shall be comprised of at least four (4) directors, and its function shall be to support the development and implementation of communications activities that promote the corporation's mission and assist in attaining local and non-local support. The Committee will work collaboratively and cooperatively with the Executive Director and designated employees of the Corporation.
- (c) Membership Committee shall be comprised of at least three (3) directors and its function shall be to recruit and interview potential candidates for membership on the Board of Directors, nominate selected candidates to fill open Board seats, and serve as mentors to new Board members during their first year of membership. This Committee shall provide Board development functions that offer ongoing training to build the strength of the Board.

The President shall appoint other committees and advisory groups as the need arises with the approval of a majority of the board of directors. The scope and authority of such committees shall be determined at the time they are appointed.

Section 9. Resignation and Removal. A director may resign at any time by giving written notice of resignation to the Board of Directors. Any member of the board of directors may be removed by the affirmative vote of three-fourths of the directors then in office whenever in their judgment the best interests of the corporation would be served thereby.

Board members shall make every attempt to attend all board meetings. If a Board member misses three (3) consecutive meetings, the President of the Board may contact the member to ascertain the Board member's desire to remain on the Board. The Board member who misses six (6) meetings in a fiscal year may be subject to dismissal from the Board in accordance with the preceding paragraph.

Section 10. Proxy Voting. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. A proxy may be given in actual writing or by electronic means including a printed e-mail or facsimile transmission. The board will allow any director to participate in any regular or special meeting or to conduct any meeting through the use of any means of communication by which all directors participating may hear each other during the meeting. A director who so participates is deemed to be present in person.

Section 11. Compensation. No director shall receive any compensation for serving the corporation in such capacity, provided that the corporation may reimburse any director for reasonable expenses incurred in connection with service on the board of directors. Any such reasonable expenses that are not reimbursed by the corporation shall be regarded as a gift to the corporation. No provision of this section shall be construed as restricting the right of any director to receive reasonable compensation for serving the corporation in any capacity not prohibited by Section 2(e) hereof or by state law.

ARTICLE IV

Officers

Section 1. Officers. All officers must be members of the board of directors. The officers of the corporation shall be a president, a vice president, and a secretary-treasurer. The board of directors may appoint such other officers and assistant officers as it may deem advisable.

Section 2. Powers and Duties. The officers of the corporation shall exercise and perform the respective powers, duties, and functions as are stated below, and as may be assigned to them by the board of directors.

- (a) The president shall preside at all meetings of the board of directors. The president may sign, with the secretary or other designated officer of the corporation, any deeds, mortgages, bonds, contracts

or other instruments which the board of directors has authorized to be executed on behalf of the corporation except in the case where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. The president shall perform all the duties commonly incident to such office and such other duties as the board of directors shall designate.

- (b) In the absence or disability of the president, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions on, the president. The vice president shall have such other powers and perform such other duties as may from time to time be assigned to such person by the president or by the board of directors.
- (c) The secretary-treasurer shall act as secretary of all meetings of the board of directors, attest the affixing of the corporate seal on documents requiring same, and cause the following to occur on behalf of the corporation: minutes are kept of the proceedings of all meetings of the board of directors, notices required by these by-laws are given, the seal of the corporation is kept and safeguarded, the corporate records are maintained and safeguarded, the funds and securities are deposited in the name of the corporation in institutions designated by the board, accurate accounts of all receipts and disbursements are kept, and financial statements are rendered whenever required by the board of directors. The secretary-treasurer shall perform such other duties as may from time to time be assigned to such person by the president or by the board of directors.

Section 3. Selection and Terms of Offices. All officers shall be elected by a majority vote of the board of directors at its annual meeting and shall hold office for a term of one year and until their successors shall be elected.

Section 4. Removal. Officers may be removed by a majority vote of the board of directors whenever in its judgment the best interests of the corporation will be served thereby.

Section 5. Vacancies. A vacancy in any office may be filled by a majority vote of the board of directors for the unexpired portion of the term.

ARTICLE V

Contracts, Loans, Property and Deposits

Section 1. Contracts. The board of directors may authorize any officer(s) or agent(s) to enter into contracts or execute instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted for on behalf of the corporation unless authorized by a resolution of the board of directors. No loan shall be made to any officer or director of the corporation.

Section 3. Checks, Drafts, and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence 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.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

Section 5. Property. The property of the corporation, unless otherwise directed by donors, shall be held and applied in promoting the general purposes of the corporation declared in its Articles of Incorporation. No real estate belonging to the corporation shall be conveyed or encumbered except by authority of the board of directors of the corporation.

Section 6. Fiscal Year. The fiscal year of the corporation shall begin July 1 and end on June 30 of the following year.

ARTICLE VI

Conflicts of Interest

Any contract, transaction or other financial relationship between the corporation and a director, a party related to a director or an entity in which a director is a director, officer or has a financial interest shall be deemed a conflicting interest transaction. When a conflicting interest transaction arises, the interested director shall disclose his/her relationship or interest to the board of directors and shall not be entitled to vote on the decision to enter into such transaction.

ARTICLE VII

Limitation of Liability and Indemnification

Section 1. Limitation of Liability

- (a) The personal liability of a director of the corporation for monetary damages for breach of fiduciary duty as a director is limited to the full extent provided by Colorado law.
- (b) The directors, officers and employees of the corporation shall not, as such, be liable on its obligations.
- (c) Directors shall not be liable for actions taken or omissions made in the performance of corporate duties except for wanton and willful acts or omissions.

Section 2. Indemnification of Directors. The corporation shall indemnify its directors to the full extent permitted by Colorado law.

ARTICLE VIII

Amendments

These by-laws may be altered and amended at any time and from time to time by a two-thirds vote of the Directors of the corporation present at any regular meeting duly called, provided that the proposed amendment shall be set forth verbatim in the notice of such meeting; and provided further, that the original objects and purposes of this corporation shall never be altered, limited, impaired in any manner or to any extent without unanimous vote of the Board.

ARTICLE IX

Dissolution

Upon dissolution or other termination of the corporation, any assets remaining after all debts of the corporation have been paid shall be disposed of as provided in the Articles of Incorporation.

CERTIFICATE

The undersigned hereby certifies that she is the duly elected secretary-treasurer of the corporation and that the foregoing and annexed by-laws constitute a true

and complete copy of the by-laws of said corporation presently in full force and effect.

In witness whereof the undersigned has signed this Certificate and affixed hereto the seal of said corporation.

Date: 9/9/09

Dianne Stille
Dianne Stille as Secretary-Treasurer of
said Corporation

STATE OF COLORADO)
) ss
COUNTY OF WELD)

Subscribed and sworn to before me this 9th day of September,
2009, by Dianne Stille as Secretary-Treasurer of the aforesaid corporation.

Witness my hand and official seal.

My commission expires: 4/10/11

Kay Wells
Notary Public

