



**There is more to me
than my disability.**
Community Connections

www.CommunityConnectionsCO.org
281 Sawyer Dr., Ste. 200, Durango, CO 81303
Main office phone: 970.259.2464
Main office fax: 970.259.2618
cci@cci-colorado.org

**BYLAWS
OF
Community Connections, Inc.**

A Colorado Not-For-Profit Corporation

Mission Statement:

Community Connections, Inc. provides opportunities for children and adults with intellectual and developmental disabilities to lead healthy and fulfilling lives within our community.

ARTICLE I: MEMBERS AND MEMBERSHIP

Section 1. Members. The Corporation shall not have members.

ARTICLE II: PURPOSE OF CORPORATION

“Corporation is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501©(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).”

“In addition to, and not in limitation of, those provided by statute in the State of Colorado, the nature of the business, the purposes, and the general powers for which the corporation is organized to insure that each person who has a developmental disability receives, without discrimination, the same rights and privileges as the general population, to include, but not limited to:

equal education opportunities;
equal access opportunities;
equal employment opportunities;
equal relationship opportunities;
equal housing opportunities;
equal medical care and treatment opportunities.”



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ARTICLE III - Office and Area to be Served

The principal office of the corporation shall be maintained in the City of Durango, Colorado. The area to be served is composed of the counties of Archuleta, Dolores, La Plata, Montezuma, and San Juan in the State of Colorado.

ARTICLE IV - Board of Directors

A. Composition and Representation: An attempt will be made to have the Board of Directors composed of persons who represent the views of people with disabilities, professional and business communities, and strive to have at least one member from each county served. There shall be at least one (1) parent or family member of people with developmental disabilities and at least one person receiving supports from Community Connections, Inc. (CCI) serving as Board members. No employee of CCI, or employee or Director of any approved service agency of CCI, may serve as a member of the board of Directors of CCI.

B. Number and Compensation: There shall be no less than seven (7) and no more than fifteen (15) directors. No Director shall be compensated for Board services.

C. Mileage Reimbursement: The Board of Directors may request mileage reimbursement to attend meetings if the member travels 50 miles or more roundtrip.

D. Term: With the exception of the first Board of Directors to be elected hereunder, the length of term of office shall be three (3) years.

E. Vacancies: New Directors of the Board shall be elected by the full Board at any regular meeting of the Board of Directors. Any unexpired term of a former Director may be filled by an election by the Board for the remainder of the term. Board members and the CEO will recruit of candidates. The CEO and Board Chairperson or designee will interview candidate(s) for desired credentials and then invite candidate to a Board meeting. If candidate is willing to commit, the Board may approve and accept new Board member by majority vote of those present.

F. Termination/Resignation: The Board Chairperson will contact any Board member who misses three consecutive meetings to review reasons for absences and will report to the Board. Continued absences without reason could be basis for dismissal. A director may also be dismissed if the Board determines that Board member is not acting in the best interests of the Board or agency. A majority vote of a quorum at any regular or special Board meeting is required to dismiss a Board Director. A Board member may resign by notifying the Board Chairperson in writing of intent and effective date. A Board member may request a leave of absence and return to the position he/she held if that position has not been filled and the member is in good standing.

G. Quorum: A majority of the Board shall constitute a quorum.

H. Voting: To pass a motion, a majority of the quorum is required. Proxy votes are allowed from members who are not present.



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I. Policies of the Corporation: The Board is responsible for overseeing the development and implementation of the corporation's policies.

J. Meetings: There shall be a minimum of seven (7) regular monthly meetings with the times, dates and places to be determined by the majority of the Board. Meetings must be posted in a public place at Community Connections and on the Community Connections website no less than fourteen days prior to the date of the meeting. There is to be an annual meeting of the corporation, preferably in September after the fiscal year end. The date, time and place are to be determined by the Board. Any regular meeting can be designated as the "annual meeting" by a majority vote of the Board. Special meetings may be called by the Chairperson or upon the request of at least three (3) directors. At least three (3) days' notice must be given to hold a special meeting, and the meeting must be posted to the CCI website no less than 24 hours before the meeting. Special meetings must follow all other requirements of Board meeting, including the opportunity for public comment. The Board will meet informally, without the President/CEO, at least one time per year. In the event a Board member is unable to attend in person, they may attend the meeting via teleconference.

K. Public attendance: Board meetings are open to the public and will include time for public comment on the agenda of all regular meetings. Meetings regarding property, conferences with an attorney, matters required by law to be kept confidential, details of security arrangements or investigations, matters determining positions relative to negotiations or strategies, or personnel and legal matters are closed to the public and will be discussed in Executive Session.

L. Notice: Adequate notice of fourteen (14) business days will be provided for all scheduled Board meetings. Such notices will also be made available/posted in all offices of the CCB, including service agencies, and shall be made available to anyone who requests it.

M. Minutes: Written minutes of all public Board meetings shall be filed as a matter of agency record and shall be posted on the agency's websites. Minutes must be kept for three years.

N. CCB Transparency: The Board of Directors shall ensure the CCB's compliance with sections of 10 CCR 2505-10 8.600 and 25.5-10 CRS relating to CCB Transparency.

ARTICLE V. Officers

A. Chairperson: The Chairperson shall preside at all meetings of the Board. He/she performs such duties as customarily pertain to the office of the Chair, or as he/she may be directed to perform by resolution of the Board. See addendum.

B. Vice Chairperson: The Vice Chairperson shall have and exercise all of the powers, authority, and duties of the Chairperson during the absence of the latter or in the instance of his/her inability to act. See addendum.

C. Treasurer: The Treasurer shall perform such duties as customarily pertain to the office of Treasurer or as he/she may be directed to perform by resolution of the Board. See addendum.



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D. Secretary: The Secretary shall perform such duties as customarily pertain to the office of Secretary as he/she may be directed to perform by resolution of the Board. The Secretary shall see that accurate minutes of all meetings are recorded and submitted to all Directors. See addendum.

E. Term: The length of the term of office for each officer shall be two (2) years, with no officer to serve more than two (2) consecutive full terms, unless expressly approved by a majority vote of the full Board.

F. Vacancy: In the event a vacancy occurs with any Officer position, the Board will elect a replacement at the following regular meeting.

ARTICLE VI – PRESIDENT/CEO

President/CEO: The Board shall hire a President/CEO who serves at the pleasure of the Board and who, under the supervision and direction of the Chairperson, shall conduct the day to day affairs of the corporation. He/she shall report his/her activities at the Board’s regular meetings and at the annual meeting.

ARTICLE VII - Committees

The Board of Directors shall establish the following standing board committees:

A. Executive Committee: The Executive Committee shall consist of all elected officers. This committee shall exercise all the powers of the Board between regular meetings with all actions being reported at the next regular Board meeting. This committee shall have responsibility for creating and maintaining a job description for the position of President/CEO, overseeing annual goals for the President/CEO, managing an annual evaluation of the performance of the President/CEO around the beginning of the company’s fiscal year, and executing an annual contract with the CEO around the beginning of each fiscal year. This committee shall oversee a review of these Bylaws and other Board policies at least every other year. The Board Chair leads the Executive Committee.

B. Human Resource Committee: The members are elected by the full Board in January each year for a term of one year. The Board Chairperson is a permanent member and there will be at least two (2) additional members. The President/CEO and/or HR Director will serve as ex-officio members of this committee. The committee shall serve as a resource to the President/CEO and HR Director regarding any Human Resources issues within the organization, including benefits and performance issues. The Human Resource Committee shall select a Board Member to Chair the committee.

C. Finance Committee: The Board shall select a Finance Committee to oversee the fiscal responsibilities of the Board and make recommendations to the full Board. The Finance Committee shall be responsible for the selection of a financial auditor, review of the fiscal audit and 990, review of the annual agency budget and oversight of agency financial policies and procedures. The Finance Committee may also serve other fiscal duties as assigned



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by the Board. Finance Committee members may include Board members and other interested community members and stakeholders. The Board Treasurer serves as the chair for the Finance Committee.

Ad hoc or special Committees: The Chair may appoint any special committee that is deemed advisable and necessary by the Board and/or the Chair; e.g. fundraising, event, governance, etc. Such committees will study suggested issues and make recommendations to the Board. Any Board member, members of the community, and staff of CCI may serve on a Committee at the discretion of the Board. Any Board committees shall have a Board member serving as the Committee Chair.

Assurance of Agency Committees: In accordance with State regulation, the Board will insure the existence of three committees:

1. **Human Rights Committee:** This committee reviews allegations of abuse and neglect, medications issues, and other issues that affect the health and safety of those receiving supports.
- ~~3.2.~~ **Family Support Council:** This advisory council reviews and makes recommendations regarding the implementation of the Family Support Resources and to develop and implement policy for the Family Support funds. Members are parents of children/adults with disabilities and community members.
- ~~5.3.~~ **Local Interagency Coordinating Council:** This council oversees Early Intervention services in CCI's catchment area.

The Board of Directors is to assure that these committees and their composition are in accordance with the State requirements. The Board is to review and approve the members on an annual basis or whenever a change in membership occurs.

ARTICLE VIII – Contracts and Finances

- A. All property owned by the corporation may be conveyed or encumbered by instruments executed on behalf of the corporation by the President/CEO or the Chairperson. Such action shall follow formal approval by the Board.
- B. **Contracts** – The President/CEO, Chairperson, or Vice Chairperson may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation when such contract or instrument is necessary for the day-to-day operation of the Corporation or is necessary to implement projects and programs previously approved by the Board. Disposal or purchase of any substantial asset (real property of value in excess of \$10,000) shall require specific approval of the Executive Committee.
- C. **Loans** – No loans shall be contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Directors. Such authority may be general, if confined to a specific dollar limit determined from time to time by a resolution of the Board of Directors, and shall otherwise be confined to specific instances. No loan shall be made by the corporation to any officer or Director of the Corporation.



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D. 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.

E. The Board shall review and approve an annual budget which will serve as a guideline for expenditures. The budget shall be prepared by the President/CEO and such staff as are appropriate and reviewed by the Finance Committee. The Board shall regularly review the financial statements and reports of the corporation.

ARTICLE IX - Non-Discrimination

It is the policy of the corporation not to discriminate in the terms and conditions of employment against any person on the basis of age, sex, race, religion, national origin, sexual orientation or disability. The Board expressly adopts this policy and charges the President/CEO with carrying out and maintaining it.

ARTICLE X - Dissolution

Upon the dissolution of the corporation, the Board of Director shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of the assets of the corporation to an organization or organizations operated exclusively for charitable educational, religious, or scientific purposes and providing services for persons with developmental disabilities which at the time qualifies as an exempt organization under section 501 c (3) of the Internal revenue Code of 1954 (or the corresponding provision of any future United States Internal revenue Law), as the Board of Directors/Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI - General

A. Conflict of interest: Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

B. Audit: There shall be an annual inspection of the financial books and records of the corporation by a properly qualified and competent auditor per the contract with the State.



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C. Roberts Rules of Order: The meetings of the Board may be conducted by consensus, except that any director, for any reason, may at any time request that the meeting be conducted under Roberts Rules of Order, which shall be done for the remainder of that meeting.

D. Fiscal Year: The fiscal year for the corporation shall be from July 1st to June 30th.

ARTICLE XII - Amendment of By-Laws

These by-laws may be amended by a vote of majority of the Board of Directors present at any meeting, and further provided that notice of the intention to so amend is given as provided herein at least fifteen (15) calendar days prior to the meeting, and said notice refers to the proposed amendment.

Original by-laws adopted by the Board of Directors of Services for Developmental Disabilities, Inc. in June 1985.

Note: These by-laws reflect all amendments made through December 2017.

CCI Board Chairperson

Date

CCI Board Secretary

Date



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Addendum A

BOARD OFFICER JOB DUTIES/DESCRIPTIONS

CHAIRPERSON: The chair shall preside at all meetings of the Board and other duties as listed below and duties as directed by the resolution of the Board:

SPECIFIC DUTIES

1. Serve as member of Human Resource committee and Chair of the Executive committee
2. Serve as primary point of contact with President/CEO for Board
3. Coordinate, working with Vice-President of Human Resources, President/CEO performance evaluations and goal setting attainment by President/CEO and Board
4. Sign Board Bylaws and Policies
5. Sign, along with CEO, contracts of significance or over \$10,000

VICE-CHAIRPERSON: Shall have and exercise all the powers, authority, and duties of the Chairperson during the absence of the later or in the instance of his/her inability to act.

SPECIFIC DUTIES

1. Working with the Chair and President/CEO, serve as coordinator for Board member recruitment and nominations.

TREASURER: The treasurer shall perform the customary duties (some shown below) and duties directed by resolution of the Board.

SPECIFIC DUTIES

1. Sign or co-sign appropriate financial documents
2. Work closely with the CFO
3. Assist in insuring that a timely and appropriate external audit is conducted annually.
4. Ensures that regular financial reports are prepared and presented by the CCI CFO and/or CEO

SECRETARY: Perform such duties as customarily pertain to the Secretary's office and other duties as resolved by the Board.



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SPECIFIC DUTIES

1. Ensuring that accurate meetings of the Board and Exec Committees are recorded and maintained, including date, time, location of meeting, those present and absent, items discussed, list of reports presented, and text of motions presented and description of their disposition.
2. Sign copy of final approved minutes
3. Working with staff, ensures that records of the organization are maintained safely and in a retrievable manner (e.g. letters, patent, articles of incorporation, lists of directors and the minutes)
4. Ensures that the board bylaws are reviewed periodically and are available.