

BYLAWS OF ROCKY MOUNTAIN RURAL HEALTH, INC.

ARTICLE I – NAME, PURPOSE

Section 1: The name of the organization shall be ROCKY MOUNTAIN RURAL HEALTH, INC.

Section 2: ROCKY MOUNTAIN RURAL HEALTH, INC. is organized exclusively for charitable, scientific and educational purposes, more specifically to improve the physical and mental health of South Park residents.

ARTICLE II – MEMBERSHIP

Section I: Membership shall consist of the members of the Board of Directors and a general membership.

- A. The Board of Directors shall establish levels of membership.
- B. Composition of the membership shall, as much as possible, include representation from such persons and/or organizations that share the mission of the corporation or are impacted by the activities of the corporation.
- C. Membership dues shall be assessed for each level of membership as deemed appropriate by the Board of Directors, but shall not be set so as to preclude participation by any persons or organizations appropriate for membership in the corporation.

ARTICLE III – MEETINGS

Section I: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place. A month ahead, the Secretary will publish the date, time and place of the annual meeting.

Section 2: Meetings of the general membership will be held at least quarterly as may be determined by the Board.

Section 3: Special Meetings. The Chair or the Executive Committee may call special meetings.

Section 4: Notice. Notice of each meeting shall be given to each voting member, by mail, not less than ten days before the meeting.

Section 5: All meetings of the Board of Directors and/or meetings of the general membership are open to the public in compliance with State law with the exception of executive sessions.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Board of Directors Role, Size and Compensation. The Board is responsible for overall policy and direction of the organization and may delegate tasks to employees, general members and committees as necessary. The Board shall have up to 12 and not fewer than 6 members. The Board receives no compensation other than reasonable expenses.

Section 2: Meetings of the general membership will be held at least quarterly as may be determined by the Board of Directors.

Section 3: Board of Directors Elections.

- A. Nominations for Board of Director membership shall be submitted to the Nominating/Membership Committee.
- B. Nominees will be vetted by the Nominating/Membership Committee and presented to the whole Board of Directors for consideration.
- C. Each nominee will submit a Letter of Interest detailing the reasons they wish to serve on the Board of Directors, their skills and experience they will bring to the Boards of Directors, and their commitment to the term of three years.
- D. A final slate of nominees will be presented to, and voted on by the Board of Directors.

Section 4: Terms. All Board members shall serve 3-year terms, but are eligible for re-election. The terms shall be staggered, with 4 positions retired each year.

Section 5: Quorum.

- A. The Secretary will count and record members present.
- B. Proxy: Members who cannot attend a meeting may submit a signed proxy to the Secretary prior to the meeting, which will be used in establishing a quorum.
- C. The Secretary will verify the presence of a quorum to conduct business at the start of each meeting of the Board of Directors. This will be recorded in the minutes.

Section 6: Notice. An official Board of Directors meeting requires that each Board member have written notice at least 10 days in advance.

Section 7: Specific Responsibility.

A. The Board of Directors will have the following specific responsibilities:

1. Approving the selection, dismissal and evaluation of either salaried or contract employees.
2. Establishing various policies and procedures as needed
3. Adopting policies for fiscal management.
4. Evaluating organizational activities.
5. Assuring that the organization is operated in compliance with applicable Federal, State and Local laws and regulations.
6. Adopting other policies as necessary to meet the goals of the organization.

Section 8: Vacancies: When a vacancy on the Board of Directors occurs, the Secretary may receive nominations for new members from the Nominating/Membership Committee two weeks in advance of a Board meeting. These nominations shall be sent to Board members with regular Board meeting notification, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the vacating Board members term.

Section 9: Resignation, Termination and Absences: Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences. Each Board member must attend 75% of the meetings in person or by proxy. A Board member may be removed for other reasons by a three-fourths vote of the remaining Board of Directors

Section 10: Special Meetings. Special meetings of the Board shall be called at the request of the Chair or one-third of the Board. The Secretary shall send notices of special meetings to each Board member in a timely fashion.

Section 11: Indemnification

- A. To the fullest extent allowed by law, the Corporation shall indemnify and hold harmless all of its Directors from and against any and all liability incurred by them in the course of acting on behalf of the Corporation.
- B. To the fullest extent allowed by law, the Directors and Officers shall also be entitled to reimbursement of all costs, attorney fees, and other

expenses incurred in defense of any action, claim, suit or proceeding which might be brought in connection with their acts on behalf of the Corporation.

- C. The Corporation may provide liability insurance coverage to its Directors and certain Officers in amounts to be determined by resolution of the Directors.
- D. No Director shall become liable to any other Director for any claims, actions or proceedings arising out of other director's services on behalf of the Corporation.
- E. No Director shall become liable to the Corporation for any claims, actions or proceedings arising out of the Directors services on behalf of the Corporation.

ARTICLE V: OFFICERS AND DUTIES.

Section 1: There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Their duties are as follows:

- A. The chairperson will be subject to the direction and supervision of the Board of Directors, will be the chief executive officer of the Corporation and shall have general supervision of its officers and agents. The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.
- B. The Vice-chairperson will assist the Chairperson and will perform such duties as may be assigned by the Chairperson of the Board of Directors. In the absence of the Chairperson, the Vice-chairperson will have the powers and will perform the duties of the Chairperson. The Vice-chair will chair committees on special subjects as designated by the Board.
- C. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.
- D. The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

ARTICLE VI – COMMITTEES

Section 1: There shall be five standing committees of the corporation. These are as follows:

- A. Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.
- B. Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. The Board or the Executive Committee must approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.
- C. Fundraising and Grants Committee: The Fundraising and Grants Committee shall develop and oversee fundraising activities, as well as research and pursue grants for projects undertaken by the corporation.
- D. Governance Committee: The Governance Committee shall meet as needed, but not less than once yearly. To review the bylaws, policies and procedures, and rules and regulations of the corporation and make recommendations to the Board of Directors as to the necessary amendments updating or changes.
- E. Nominating and Membership Committee: The committee shall assess the number and composition of the membership and recommend to the Board of Directors the recruitment to the membership additional persons with knowledge and skills or association with other organizations whose membership is deemed to be beneficial to the mission of the corporation. The committee shall be responsible for evaluating applications for members of the Board of Directors and recommending for appointment to the Board of Directors. The Committee shall prepare for nomination a slate of officers to be voted upon at the annual meeting.

Section 2: Ad-hoc Committees:

- A. The Board of Directors may appoint ad-hoc committees as necessary to address specific issues or projects of the corporation.

Section 3: The Board Chair appoints all committee chairs. Membership of each committee will be recorded in the Secretary's minutes at the annual meeting.

ARTICLE VII – FISCAL POLICY

Section 1: Contracts.

- A. By resolution, the Board of Directors may authorize any officer or board member to enter into any contract or execute and deliver any instrument in the name or on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 2: Debts.

- A. No debts will be contracted on behalf of the Corporation and no evidence of indebtedness will be issued in its name unless authorized by a resolution of the Board of Directors.

Section 3: Checks, Drafts, Etc.

- A. All checks, drafts and orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation will be signed by two officers, agent or agents of the Corporation and in such manner as will be determined by the Board of Directors. Checks written on petty cash accounts will require only one signature.

Section 4: Deposits.

- A. All funds to the Corporation will 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: Gifts.

- A. The Board of Directors may accept any contribution, gift, bequest on behalf of the Corporation for the general purpose or for any specific purpose as defined by the Board.

ARTICLE VIII – WAIVER OF NOTICES

Section 1: Whenever any notice is required to be given under the provisions of the Colorado Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or by these Bylaws, a waiver in writing signed by the person or

person entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice. Further, attendance at any meeting will constitute a waiver of notice of the meeting except when a person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE IX- DISSOLUTION

Section 1. In the event the Corporation should be terminated or dissolved pursuant to the Colorado Nonprofit Act, then the assets of the Corporation will be distributed in cash or in-kind to other tax exempt organizations as determined by Section 501 C (3) of the Internal Revenue Code as amended.

ARTICLE X – AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements prior to the meeting at which they are to be considered.

These Bylaws were approved at a meeting of the Board of Directors of ROCKY MOUNTAIN RURAL HEALTH, INC. on May 21, 2008.