

Colorado Learning Connections By-Laws

ARTICLE I.

The name of this organization is Colorado Learning Connections.

ARTICLE II Corporate Purpose

Section 1. Mission

Through individualized learning and responsive mentoring, we inspire, guide and empower students and families.

ARTICLE III Board of Directors

Section 1: General Powers

The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2: Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time to time by the Directors but shall consist of no less than three (3) nor more than eleven (11) including the following officers: The President, the Vice President, the Past President, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present, virtually or person, and voting. No vote on new member of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article. Newly elected members of the Board of Directors who have not served before shall serve initial one year terms. At the conclusion of the initial one –year term, members of the Board of Directors may serve additional two year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Each member of the Board of Directors shall attend at least 75% of the board meetings per year.

Each member of the Board of Directors is expected to contribute at a leadership level.

Section 3: Regular and Annual Meetings

There needs to be at least one annual meeting of the Board of Directors held at a time and day as determined by the board each calendar year and at a location designated by the executive committee of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 4: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix any location, as the place for holding any special meeting of the Board.

Section 5: Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any 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. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by these by-laws.

Section 6: Quorum

The presence, in person or virtually, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7: Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article shall automatically forfeit his or her seat on the Board and their donation. The Secretary shall notify the Director in writing that his or her *seat* has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Director who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outline in Section 14 of this Article in these by-laws.

Section 8: Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9: Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10: Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken,

shall be signed by (2/3) of all the Directors following notice of the intended action to all members of the Board of Directors.

Section 11: Confidentiality

Directors shall not discuss or disclose information about the Corporation, any individual or participant involved in the corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation.

Directors shall use discretion and good business judgement in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and function of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 12: Advisory Council/Consultants

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 13: Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by referent to Robert's Rule of Order.

Section 14: Removal

Any member of the Board of Directors or members of the Advisory Council may be removed with cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgement the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE IV. Officers

The officers of this Board shall be President, Vice President, Past President, Secretary, and Treasurer. All officers must have the status of active members of the Board.

Section 1: President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee.
- b. He/She shall have general and active management of the business of the Board of Directors, Advisory Council, and any Committees.
- c. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- d. He/She shall submit a report of the operations of the program for the fiscal year to the Board of Directors at the annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- e. He/She shall be an Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of President.

Section 2: Vice –President

The Vice President shall be vested with all the power and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board of Directors or Executive Committee.

Section 3: Secretary

The Secretary shall attend all meetings of the Board of Directors and of the Executive Committee and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Board of Directors including the annual meeting of the organization.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Board of Directors and shall take reservation for the meetings.
- c. He/She shall perform all official correspondence for the Board of Directors as may be prescribed by the President.

Section 4: Treasurer

The Treasures duties shall be:

- a. He/She shall submit for approval of all expenditures of funds raised by the Board of Directors or Advisory Council, proposed capital expenditures, (equipment and furniture over \$500.00), by the staff of the agency.
- b. He/She shall assist with the development and management of the budget and shall generate a minimum of an annual report.
- c. He/She shall present a complete and accurate report of the finances, at each Board meeting or at any other time upon request by the Board of Directors.

- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles. To assist with submission and preparation of taxes.
- e. He/She shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he/she shall be.

Section 5: Past President

- a. He/She shall mentor the current president in all of his/her applicable duties.

Section 6: Election of Officers

The nominations shall be submitted at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board of Directors. The election shall be held at the annual meeting of the Board of Directors. Those officers elected shall serve a term of one year commencing at the next Board meeting following the annual meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for two (2) terms only.

Section 7: Removal of Officer

The Board of Directors with the concurrence of $\frac{3}{4}$ of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 8: Vacancies

Nominations shall be sent in writing to members of the Board of Directors at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE V. Committees

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, programming, public relations, grant writing, etc. The President appoints all committee chairs.

Section 2. Executive Committee

The five 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 and is subject to the direction and control of the full board.

Section 3. Finance/Fund Raising Committee

The Treasurer is the chair of the Finance committee and is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. 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.

ARTICLE VI. Corporate Staff

The Board of Directors shall hire an Executive Director who shall serve at the will of the board. The Executive Director shall have immediate and overall supervision of the operation of the Corporation, and shall direct the day to day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors.

The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board of Directors. Such removal may be with cause in writing. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will as provided in this section.

ARTICLE VII. Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to not profit and charitable organizations.

Section 2: Definitions

a. Interested Person

Any director, principal officer, or member of a committee with *governing* board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or potential ownership, compensation arrangement, or investment interest in any entity with which the organization has a transaction, or compensation arrangement.

c. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

*A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussions or presentation from the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

1. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
2. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
3. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis

for such belief and afford the member an opportunity to explain the alleged failure to disclose within sixty (60) days.

2. If, after hearing the member's response and after making further investigations as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceedings

The minutes of the board and all committees with board delegated powers shall contain:

- a. The names of the persons who were present for discussion, the individual who disclosed or otherwise was found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, content of the discussions, any action taken to determine whether a conflict of interest was present, record of any votes taken and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

Section 5. Compensation

- a. A voting member of the board or a committee member who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

Section 6: Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall sign a statement at the beginning of each term which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements including partnerships, joint ventures, arrangement with management organizations and benefits are reasonable, based on competent survey information and the result of *negotiations*.

- b. Whether all arrangements conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
- c. At minimum: one annual review of the executive director.
- d. At minimum: one annual report indicating that quality assurance standards are being met.
- e. At minimum: one bi-annual self-evaluation of the board.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VI, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII. Indemnification

Section 1. General

To the full extent authorized under the laws of the state of Colorado, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an indemnitee) against expenses actual and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other right to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the corporation in advance of the final disposition of each action suit, or proceeding. If authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such

person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE IX Books and Records.

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE X. Amendments

Section 1. Articles of Incorporation/Business License

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article IV of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and manner provided for the giving of notice of meetings of directors.