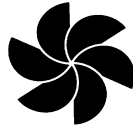


DEVELOPMENTAL DISABILITIES RESOURCE CENTER



B Y - L A W S

ARTICLE I

NAME AND LOCATION

The name of this Corporation shall be DEVELOPMENTAL DISABILITIES RESOURCE CENTER (DDRC).

The principal office of the corporation is located at 11177 W. 8th Avenue, Lakewood, Colorado 80215, but additional facilities may be established from time-to-time by resolution of the board of directors.

ARTICLE II

PURPOSE

This corporation is organized on behalf of and shall be operated primarily for the benefit of persons with developmental disabilities and their families who live in the service area as defined in the policies and procedures. Services may include resource coordination, education, training, adult, family support and supported living type services. The corporation shall be authorized to engage in all lawful activities.

ARTICLE III

CORPORATION

Section 1. Membership

To be eligible for membership

- a person must reside in the service area;
- be at least 18 years of age with a developmental disability deemed eligible for services from DDRC; or,
- be a family member or legal guardian of a person receiving services.

DDRC employees (other than clients) and employees of a service agency of DDRC are ineligible for membership.

Section 2. Meetings

A. Annual Meeting

The corporation shall hold a meeting at least once each calendar year. The purpose of the meeting shall be to elect the elective positions on the board of directors and conduct any other business the board of directors may bring before the membership.

B. Special Meetings

Special meetings may be called by a majority of the board of directors or upon written request of 25 members of the corporation for the purpose of providing programs or sharing information.

Meeting notices shall be posted at least ten (10) days before the meeting at the DDRC administration site and in other places as is made common practice. A notice of corporation meetings may be sent to the DDRC mailing list.

A quorum of the members at any corporation meeting shall consist of 25 members.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers

The board of directors shall govern and provide oversight of the affairs of the corporation, shall exercise the powers of the corporation, and shall control its property. It alone shall determine compliance with the corporation's stated purposes and shall have the power and authority to do and perform all acts or functions not inconsistent with these bylaws or the corporation's articles of incorporation.

Section 2. Composition

The board of directors shall consist of seventeen members, four (4) members appointed by agencies as specified below, six (6) elected members and seven (7) appointed by the board of directors. No employee of the corporation or employee or board member of an approved service agency of DDRC shall be eligible for membership on the board of directors. A minimum of 50% of the board shall be family members, guardians or individuals with a developmental disability living in DDRC's service area.

Section 3. Classes of Members

A. Agency Appointed

Membership on the board shall include a representative from each of the following agencies:

Department of Public Health and Environment, Jefferson County
Mental Health Center, Jefferson County
County Commissioners, Jefferson County
Vocational Rehabilitation Services, Jefferson County

These members shall be appointed annually in January by the agency represented subject to approval by the DDRC board of directors.

B. Elected

Six (6) elected members of the board shall be parents or guardians of a person with developmental disabilities, the parent or guardian shall reside in the Center's service area and the family member with a developmental disability shall be enrolled in or eligible for services in the area from which the Board position is to be filled. The areas of representation are:

Family Support Services	one (1)
Infant and Adolescent Services	one (1)
Quality Living Options (residential)	one (1)
Adult Day Services	one (1)
Supported Living Type Services	one (1)
Category at the discretion of the Board of Directors	one (1)

C. Appointed

Public/Community Member - one (1) shall be representative of the public and a person without an immediate relative receiving developmental disabilities services.

Community Members - five (5) may be designated as community representatives (professionals, parents, business persons, consumers, etc.).

Consumer Member - one (1) shall be representative of persons receiving services.

Section 4. Nominations and Elections

A. Nominations

- A nominating committee of at least three (3) members shall be appointed by the president of the board at least six (6) months prior to the annual meeting.
- The committee shall receive nominations and solicit nominees for the elected and appointed positions to be filled up to five (5) days before the regular board meeting prior to the annual meeting.
- The committee shall select at least one qualified eligible candidate for each position to be filled and submit the name(s) to the board at the regular meeting prior to the annual meeting.
- The board of directors may request that the nominating committee submit additional nominees for consideration.
- A Board member seeking re-election by the members or re-appointment by the Board shall not be part of the nominating committee for that year, and the Board shall appoint a replacement for that year.
- The nominating committee shall have a term from April 1st to March 30th.

B. Elections

- A ballot shall be prepared for use at the meeting.
- Nominations shall not be accepted from the floor.
- Proxy voting shall not be allowed.

Section 5. Terms of Office

Directors who represent agencies are appointed annually in January, by the agency represented, with approval of the board of directors. The remaining directors shall be elected for three (3) year terms, with one-third of such terms ending each year as determined by the board of directors within sixty (60) days following adoption of the by-laws.

Section 6. Vacancies on the Board

A. Resignations or Removal

Directors may resign at any time by tendering a written resignation to the board of directors. The resignation shall become effective upon acceptance by the board of directors.

Directors may be removed at any time, by the affirmative vote of two-thirds of the members of the board of directors at any regular meeting.

B. Filling Vacancies

Agency appointed vacancies shall be filled by the agency represented by the member subject to approval of the board.

Vacancies resulting from resignation or removal, whether an elected member or Board appointed member, shall be filled by the Board for the unexpired term. The nominating committee shall submit one or more nominations to the Board for its election. Any suggestions for nominations shall be submitted to the nominating committee. Nominations from the floor will not be accepted. If there is only one nomination, a majority vote of the Board shall be required to be elected. In the event more than one person is nominated, the person receiving the most votes shall be elected as the replacement. The nominating committee shall submit its recommendations as soon as possible after a vacancy occurs.

Section 7. Officers

The elected officers of the board shall be a president, a vice president, a secretary and a treasurer.

These officers shall be elected from among the board membership. No member shall hold more than one office. Terms of office shall be one (1) year or until their successors are elected.

A. Election of Officers

The meeting at which the officers of the board of directors are elected shall be held within sixty (60) days after the annual meeting of the Corporation.

B. Duties of Officers

1. President. The president shall preside at all meetings of the board of directors. The president shall, subject to the direction, supervision and agreement of the board of directors:

- a. meet with the executive director on a regular basis to review overall programs;
- b. serve as chair of the executive committee;
- c. have the power to appoint special committees subject to approval by the board of directors;

- d. sign official documents on behalf of the board of directors;
- e. serve as ex-officio of all other board committees with the exception of the nominating committee;
- f. provide an annual review of the executive director;
- g. assist executive director in identification of issues for board consideration; and
- h. approve board related meeting agendas in cooperation with the executive director.

2. Vice President. The vice president shall, in the absence of the president, exercise the powers and perform the duties of the president.

The vice president shall serve on the executive committee and generally assist the president and exercise such powers and perform such other duties as shall be prescribed by the president or board of directors.

3. Secretary. The secretary shall review the minutes of meetings and insure that the minutes are recorded along with the date of their receipt, what further action was taken on them, make certain they are preserved among official records, and that they are available to all members. In the absence of the president and vice president, the secretary shall call the meeting to order and preside until the immediate election of a chairperson pro tem. The secretary shall sign official documents on behalf of the board of directors.

4. Treasurer. The treasurer shall serve as chair the finance/personnel committee. The treasurer shall coordinate development of the annual budget and review and approve annual budgets prior to submission to the board of directors for approval. The treasurer shall consult with the chief financial officer, finance director and executive director as necessary regarding financial matters affecting the corporation. The treasurer shall review and approve banking institutions and investment vehicles. The treasurer shall make an annual report to the board of directors.

C. Vacancies

The unexpired term of vacancies in an elected office shall be filled by the board of directors, except that a vacancy in the office of president of the board of directors shall be filled by the vice president.

Section 8. Meetings of the Board of Directors

A. Regular Meetings

Regular meetings of the board of directors are open to the public and shall be held at least ten (10) times each year on the fourth Wednesday of the month. The board may adjourn to executive session to discuss certain proprietary and/or personnel matters in accordance with Colorado Revised Statutes 27-10.5.

B. Notice of Regular Meetings

Notice of regular meetings shall be sent one week before the meeting to the usual business or residence address of each director, provided however, that any notice required may be waived by a director at any time. A meeting notice (AGENDA) and the minutes of the previous meeting will be posted in each facility of DDRC and approved service agencies at least six (6) days before the meeting.

C. Special Meetings

Other meetings shall be called by the president or upon written request of at least four (4) members of the board of directors. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three (3) days notice shall be given.

D. Quorum

A quorum of the board consists of fifty percent of its current members. A quorum shall be present to transact business.

E. Conflict of Interest

Members of the board of directors shall abstain from voting on issues with which they have a conflict of interest and shall declare such according to board of directors policy/procedures.

F. Minutes

The minutes, after correction and approval, will be signed by the secretary of the board and the administrative secretary to the board and are available to the public upon request.

Section 9. Standing Committees

A. Executive Committee

The executive committee of the board of directors shall consist of the officers of the corporation as described in Article IV, Section 7 and include the immediate past president if that individual continues to be

a member of the board of directors. The president shall serve as the chair.

The committee shall act as a central planning group and, by resolution of the board of directors, may oversee all or part of the business property and affairs of the corporation.

Meetings of the executive committee are open to the public and are usually held on the fourth Tuesday of the month. Notices of executive committee meetings are posted in major facilities.

B. Finance/Personnel Committee

The finance/personnel committee of the board of directors shall consist of the officers of the board and at least two other members of the board of directors. The treasurer shall serve as the chair.

The finance/personnel committee shall review the financial, personnel related business of the corporation and make recommendations to the board of directors. The committee shall, in conjunction with the executive director and finance personnel, develop and prepare the fiscal budget for submission to the board of directors.

Meetings of the finance/personnel committee are scheduled on an as needed basis. Notices of finance/personnel committee meetings are posted in major facilities.

C. Other Committees

The board of directors may authorize the establishment of other committees, advisory boards or task forces from time-to-time and assign duties to them. The president shall appoint the members.

ARTICLE V

GENERAL PROVISIONS

Section 1. Compensation/Salary

Directors shall not receive any stated salary or fees for their services as such. They may be reimbursed for actual expenses incurred in performance of service for the corporation. The board of directors may, at its discretion with

full disclosure, contract for and appropriate compensation to directors rendering special or unusual services to the corporation.

Section 2. Indemnification

The corporation shall indemnify all directors, officers, employees, volunteers and agents to the fullest extent permitted by C.R.S. 7-22-101(1)(r) and C.R.S. 7-109-101 et. seq., as amended from time to time.

Section 3. Insurance

The corporation shall purchase and maintain insurance on behalf of any person who is, or was, a director, officer, employee or volunteer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise 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 to indemnify him against liability under the provisions of this section or the Colorado Nonprofit Corporation Act.

Section 4. Financial Responsibility

The board of directors shall have the power to exercise any corporate function, power, right, judicial privilege not in conflict with the applicable statutes of the Federal Government, State of Colorado, local ordinances or the Articles of Incorporation.

All checks, drafts, or other orders for the payment of money issued in the name of the corporation shall be signed by individuals filling positions designated by the board. All contracts, notes or evidence of indebtedness, of an amount equal to or in excess of an amount specified and approved by the board of directors, shall be signed by the president or vice president or secretary or treasurer or as an alternative, by two directors.

ARTICLE VI

FISCAL YEAR

The fiscal year of the corporation shall begin July 1 and end June 30.

ARTICLE VII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern DDRC in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the organization may adopt.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments

These by-laws may be amended at any regular meeting of the board of directors by a two-thirds vote of the current membership, provided that the amendment has been submitted in writing at the previous regular meeting.

Section 2. Effective Date of Amendments

Amendments to these by-laws shall take effect upon adjournment of the meeting of the board of directors at which they are adopted unless otherwise provided.

ARTICLE IX

DISSOLUTION

Section 1. Assets

In the event of dissolution of the corporation, no part of the assets or net earnings of the corporation shall ever be used, nor shall the corporation ever be organized or operated for purposes that are not exclusively charitable or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the corporation's net earnings shall inure to the benefit of any officer, director, or other private individual except that reasonable compensation and expenses may be paid for services rendered or for other reasons permitted by statute consistent with the purposes and restrictions of the articles and by laws.

After the payment or the provision for payment of all the liabilities of the corporation, the board of directors, in its sole discretion, shall transfer all net assets of the corporation to not-for-profit corporations or institutions exclusively for the purpose of serving individuals with developmental disabilities.

On dissolution, any assets not so disposed of will be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located.

8/02