

**AMENDED AND RESTATED  
BYLAWS  
OF  
DEVELOPMENTAL DISABILITIES RESOURCE CENTER**



**AUGUST 28, 2024**

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**AMENDED AND RESTATED  
BYLAWS  
OF  
DEVELOPMENTAL DISABILITIES RESOURCE CENTER**

**Article I.  
Name and Location**

**1.01 Name.**

The name of this Corporation shall be DEVELOPMENTAL DISABILITIES RESOURCE CENTER (the “corporation” or “DDRC”).

**1.02 Principal Office.**

The corporation shall continuously maintain a principal office in Colorado, the location of which shall be specified in the Colorado Secretary of State’s online Business Entities Database. The corporation may change the location of the principal office at any time by filing a statement of change with the Colorado Secretary of State. The corporation may maintain business offices in other locations as well.

**1.03 Registered Agent.**

The corporation shall continuously maintain a registered agent and registered agent address in Colorado. The registered agent address must be the street address and mailing address, if different, of the registered agent’s home or usual place of business. The corporation may change the registered agent or address at any time by filing a statement of change with the Colorado Secretary of State.

**Article II.  
Purpose**

This corporation is organized on behalf of and shall be operated primarily for the benefit of persons with intellectual and developmental disabilities and their family members. The corporation shall be authorized to engage in all lawful activities.

**Article III.  
Board of Directors**

**3.01 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.

### **3.02 Composition.**

The Board of Directors shall consist of no fewer than five and no more than seventeen Directors, with the specific number to be determined by the Board in connection with each annual meeting. DDRC employees (except those with intellectual and developmental disabilities receiving DDRC services) and employees and Board members of service agencies are ineligible for membership on the Board of Directors.

### **3.03 Categories of Board Members.**

#### **A. Appointed Directors.**

The Jefferson County Board of County Commissioners shall be entitled to appoint one (1) representative to serve as a Director (the "Appointed Director"). The Appointed Director shall be subject to approval of the DDRC Board of Directors and subject to the conditions established by Jefferson County.

#### **B. Elected Directors.**

All other Directors shall be elected by the Board of Directors (the "Elected Directors"). At each annual meeting of the Board, the Board will elect or reelect a number of Elected Directors equal to the number of Elected Directors whose terms are expiring that year or, if the Board has determined to increase or decrease the size of the Board in connection with that annual meeting, the number of open seats as determined by the Board.

### **3.04 Nominations and Elections.**

#### **A. Nominations.**

The Governance Committee will review applications of potential Board member candidates, explore with each candidate his or her interest and availability to serve, and nominate a slate of individuals to be Elected Directors, all in accordance with a formal Board nomination process developed by the Committee and approved by the Board.

#### **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.

### **3.05 Terms of Office.**

Directors shall generally serve for three (3) year terms. To facilitate a balanced rotation of Elected Directors, approximately one-third of the terms of Elected Directors will end each year, and if necessary to maintain a balanced rotation, the Board may assign an initial term of one or two years to an open seat to be filled. However, no decrease of the size of the Board may shorten an incumbent Elected Director's term without that Director's consent.

The term of the Appointed Director shall commence upon his or her appointment and end on the third anniversary thereof. The terms of Elected Directors shall commence at the end of the annual meeting of their election and end at the end of the third succeeding annual meeting thereafter (unless a shorter initial term has been assigned, in which case the term will end at the end of the annual meeting held in the year the assigned term).

All Directors shall serve until their respective terms expire, and thereafter until their successors have been duly appointed or elected and qualified, or until their earlier death, resignation, or removal. However, no Director may serve for more than three (3) consecutive terms, except that 1) any initial term of one or two years, 2) any partial term served by reason of an election to fill a vacancy for an unexpired term of a predecessor, and 3) any Board service preceding a break from the Board of at least one year, will not be counted. Further, any term or terms commencing or served prior to the annual meeting held in 2024 shall not be counted.

### **3.06 Vacancies on the Board.**

#### **A. Resignation.**

Directors may resign at any time by tendering a written resignation to the Board of Directors. A Director's resignation shall take effect at the time specified in such written resignation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **B. Removal.**

The Appointed Director may be removed at any time, with or without cause, by the Jefferson County Board of County Commissioners. Elected Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of all Directors then in office, at any regular or special meeting.

#### **C. Filling Vacancies.**

If the vacant office was held by the Appointed Director, only the Jefferson County Board of County Commissioners may fill the vacancy, subject to approval of the Board.

If the vacant office was held by an Elected Director, the Board may fill the vacancy for the unexpired term. The Governance Committee shall submit a nominee to the Board for its consideration and election to the vacant position. Application for nominations shall be submitted to the Governance Committee. Nominations from the floor will not be accepted. The Governance Committee shall submit its recommendations after a vacancy occurs.

### **3.07 Officers.**

The officers of the Board of Directors (the “Board Officers”) shall be a Chair, a Vice Chair, a Secretary and a Treasurer. The Board may also appoint, designate or authorize such other officers, assistant officers and agents, including a President/Executive Director, as it may consider necessary or useful. Officers may not hold more than one office at a time. Board Officers must be Directors of the corporation. Other officers need not be Directors.

#### **A. Election of Board Officers.**

Board Officers will be elected by the Board of Directors each year at the annual meeting of the Board.

#### **B. Terms of Office.**

Board Officers shall serve for one (1) year terms, which shall commence at the end of the annual meeting of their election and end at the end of the next annual meeting thereafter. All Board Officers shall serve until their respective terms expire, and thereafter until their successors have been duly elected and qualified, or until their earlier death, resignation, or removal.

All other officers shall serve at the pleasure of the Board of Directors.

#### **C. Duties of Officers.**

**1. Chair.** The Chair has a lead strategic role facilitating and promoting the mission, vision and values of the corporation through leadership to the Board and the President/Executive Director. Responsibilities include:

- a. Conduct Board meetings, provide opportunities for all Directors to contribute, review relevant matters and make decisions accordingly.
- b. Meet with the President/Executive Director on a regular basis to provide direction and guidance on behalf of the Board.
- c. Serve as chair of the Executive Committee.
- d. Serve as an ex-officio voting member of all other Board committees.

- e. Appoint Board committee chairs and make committee member assignments subject to approval of the Board of Directors.
- f. Have the power to appoint special committees subject to approval by the Board of Directors.
- g. Sign official documents on behalf of the Board of Directors.
- h. Conduct an annual review of the President/Executive Director with the Vice Chair or another Executive Committee member.
- i. Assist the President/Executive Director in identification of issues for Board consideration.
- j. Perform all other duties customary to the office of Chair, required by law, or as assigned by the Board of Directors.

**2. Vice Chair.** The Vice Chair shall, in the absence of the Chair, exercise the powers and perform the duties of the Chair. Additional responsibilities include:

- a. Chair the Governance Committee.
- b. Serve on the Executive Committee.
- c. Typically conduct an annual review of the President/Executive Director with the Chair.
- d. Perform all other duties customary to the office of Vice Chair, required by law, or as assigned by the Board of Directors.

**3. Secretary.** The Secretary shall provide oversight of Board business documentation and communication. Responsibilities include:

- a. Review the minutes of the Board meetings and ensure: (i) the minutes are recorded along with the date of their approval and what, if any, further action was taken on them, and (ii) the minutes are preserved among the corporation's official records.
- b. Serve on the Executive Committee.
- c. In the absence of the Chair and Vice Chair, call the Board meeting to order and preside until the immediate election of a chairperson pro tem.
- d. Sign official documents and communications on behalf of the Board of Directors.
- e. Read official correspondence at the Board meetings.

- f. Create Consent Agenda at the Board meetings.
- g. Perform all other duties customary to the office of Secretary, required by law, or as assigned by the Board of Directors.

If the Secretary is not available for the Board meeting the duties fall to the Vice Chair or Treasurer.

**4. Treasurer.** The Treasurer shall manage the review of and action related to the Board's financial responsibilities. Responsibilities include:

- a. Chair the Finance/Human Resources Committee.
- b. Assist staff with the development of the annual budget and review and approve annual budget prior to submission to the Board of Directors for approval.
- c. Consult with the President/Executive Director and Chief Financial Officer as necessary regarding financial matters affecting the corporation.
- d. Review and recommend banking institutions and investment vehicles.
- e. Serve on the Executive Committee.
- f. Present the financial statements to the Board of Directors.
- g. Perform all other duties customary to the office of Treasurer, required by law, or as assigned by the Board of Directors.

If the Treasurer is not available for the Board meeting the duties fall to the Vice Chair or Secretary in partnership with staff.

**5. President/Executive Director.** The President/Executive director, subject to the direction and supervision of the Board, shall serve as chief executive officer of the corporation. As such, the President/Executive director shall have general and active control over the corporation's business and affairs; shall have general supervision of the corporation's employees and agents; and shall have general responsibility for all day-to-day operations of the corporation. Responsibilities include:

- a. See that the corporation's mission, vision, and values and strategic plan are achieved.
- b. See that all resolutions of the Board are carried into effect.



- c. Develop, direct, and supervise implementation of specific programs and activities that will further the corporation's purposes and report on those programs and activities to the Chair and the Board.
- d. Assist the Board Officers in carrying out their duties.
- e. Employ and terminate staff.
- f. Enter into contracts and other official instruments on behalf of the corporation.
- g. Disburse funds on behalf of the corporation.
- h. Obtain legal consultation on behalf of the corporation.
- i. Perform all other duties customary to that office or as assigned by the Board.

**D. 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 Chair of the Board of Directors shall be filled by the Vice Chair.

**3.08 Meetings of the Board of Directors.**

**A. Regular Meetings.**

A regular annual meeting of the Board of Directors shall be held each year at the time and place determined by a resolution of the Board. The purpose of the meeting will be to elect directors and officers and to transact other business that comes before the meeting. Additional regular meetings shall generally be held at least nine (9) times each year (for a total of ten (10) regular meetings including the annual meeting) at the time and place determined by a resolution of the Board.

**B. Notice of Regular Meetings.**

Notice of regular meetings shall be sent one week before the meeting to all Directors to the usual business or residence address of a Director, provided however, that any notice required may be waived by a Director at any time.

Notice may be given to a Director in person or by personal delivery; by mail or private carrier; or by telephone, email or other form of digital communication. The method of notice can be different for each Director. If mailed, notice will be considered delivered on the earlier of: 1) the date received; 2) five days after its deposit in the United States mail, as evidenced by the postmark, if correctly addressed and mailed first class mail; and 3) the date on the return receipt, if mailed registered or

certified mail, return receipt requested, and the receipt is signed by or for the addressee. Notice transmitted by email or other means will be considered delivered upon receipt.

**C. Special Meetings.**

Other meetings of the Board shall be called by the Chair or upon written request of at least four (4) Directors. The person(s) calling the meeting may fix the date, time, and place of the meeting. The purpose of the meeting shall be stated in the notice of the meeting. At least three (3) days' notice shall be given to the Directors, except in the case of an emergency, in which case at least 24 hour's shall be given. Notice of a special meeting may be given in the same manner as notice of a regular meeting, and any notice required may also be waived by a Director at any time.

**D. Quorum and Voting.**

A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Colorado Revised Nonprofit Corporation Act (the "Act"), the corporation's articles of incorporation or these bylaws. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

**E. Remote Participation.**

Directors may participate in any regular or special meeting of the Board by, or conduct the meeting through the use of, any means of communication where all Directors participating can hear each other during the meeting. A Director participating in this manner will be considered present in person at the meeting.

**F. Conflict of Interest.**

Directors must disclose any potential conflict of interest in accordance with Board policy and procedures, and must abstain from voting on issues with which they have a conflict of interest.

**3.09 Written Action in Lieu of Meeting.**

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by following the process set forth in this Section. An action so taken will have the same force and effect as an action taken at a meeting of the Board.

**A. Notice of Vote.**

Written notice must be delivered to each Director setting forth: 1) the action to be voted upon; 2) the time by which the Director must respond; and 3) a statement that failing to respond by the time stated will have the same effect as abstaining in writing and failing to demand a meeting.

**B. Response by Director.**

In response to the written notice, a Director may: 1) vote in writing for the action; 2) vote in writing against the action; 3) abstain in writing from voting; 4) fail to respond; or 5) demand in writing that action not be taken without a meeting. The response must be in a form sufficient to inform the corporation of the Director's identity; the Director's vote, abstention or demand; and the proposed action to which the vote, abstention, or demand relates. A Director's right to demand a meeting will be waived unless the corporation receives the demand by the time stated in the written notice. All signed written instruments to effect action under this Section must be filed with the minutes of the meetings of the Board of Directors.

**C. Action Taken.**

An action will be considered taken under this Section only if, at the end of the time stated in the written notice: 1) the affirmative votes in writing for the action received by the corporation and not revoked equal or exceed the minimum number of votes that would be necessary to take action at a meeting, assuming all Directors in office were present and voted; and 2) the corporation has not received a written demand by a Director, other than a demand that has been revoked, that action not be taken without a meeting. Unless the written notice to the Directors states a different effective date, action taken under this Section will be effective at the end of the time stated in the written notice for Director response.

**D. Method of Delivery.**

Communications under this Section may be sent or received by the corporation by email or other form of digital communication. Communications provided under this Section are not effective until received.

**3.10 Committees.**

The following Committees of the Board of Directors are hereby established.

**A. Executive Committee.**

The Executive Committee shall be a standing Committee of the Board. The Executive Committee shall consist of the Board Officers as described in Section 3.07 and, for a period of at least

one year, shall also include the immediate Past Chair if that individual continues to be a member of the Board of Directors. The Chair shall serve as the chair.

The Executive Committee is responsible as the central planning group, in conjunction with the President/Executive Director, for overseeing the mission, business and fiduciary responsibilities of the corporation.

Meetings of the Executive Committee are usually held on the fourth Tuesday of the month, with meetings to occur no less than quarterly.

**B. Finance/Human Resources Committee.**

The Finance/Human Resources Committee shall be a standing Committee of the Board. The Finance/Human Resources Committee shall consist of the Treasurer and at least three other Directors appointed by the Chair, subject to approval of the Board. The Treasurer shall serve as the chair.

The Finance/Human Resources Committee is responsible for reviewing the financial and human resources related business of the corporation and making recommendations to the Board of Directors. The Committee shall, in conjunction with the President/Executive Director and other staff, develop and prepare the fiscal budget for submission to the Board of Directors and provide financial and workforce oversight.

Meetings of the Finance/Human Resources Committee are usually held on the fourth Tuesday of the month, with meetings to occur no less than quarterly.

**C. Governance Committee.**

The Governance Committee shall be a standing Committee of the Board. The Governance Committee shall consist of the Vice Chair and at least three other Directors appointed by the Chair, subject to Board approval. The Vice Chair shall serve as the chair.

The Governance Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the Board of Directors. The Committee will focus on: (i) Board roles and responsibilities; (ii) Board composition; (iii) Board knowledge; (iv) Board effectiveness; and (v) Board leadership.

Meetings of the Governance Committee are scheduled on an as needed basis but no less than quarterly.

**D. Other Committees.**

The Board of Directors may authorize the establishment of other standing or ad hoc Committees, Advisory Boards or Task Forces from time-to-time and assign duties to them. The Chair

shall appoint the members of the Committees, subject to Board approval. Members of such other Committees are not required to be Directors.

**E. Reliance on Committees; Limitations on Authority.**

The delegation of authority to any standing or ad hoc Committee, Advisory Board or Task Force will not operate to relieve the Board of Directors or any Director from any responsibility or standard of conduct imposed by law or these bylaws. If any standing or ad hoc Committee, Advisory Board or Task Force has a voting member who is not also a Director of the corporation, it may exercise no power or authority reserved to the Board of Directors by the Act, the corporation's articles of incorporation or these bylaws. Further, it will have no authority to incur any corporate expense or make any representation or commitment for the corporation unless express authority is provided in these bylaws or the resolution establishing the Committee, Advisory Board or Task Force, or unless express approval is given by the Board of Directors or the President/Executive Director, and in any event the expense or commitment complies with any expenditure policies of the corporation.

**F. Rules and Procedures.**

Rules governing procedures for meetings of any standing or ad hoc Committee, Advisory Board or Task Force, including rules for addressing certain proprietary and/or personnel matters in Executive Session, will be the same as those set forth in these bylaws or the Act for the Board of Directors, unless the Board determines otherwise.

**Article IV.  
General Provisions**

**4.01 Compensation/Salary.**

Directors shall not receive any stated salary or fees for their services as directors or officers of the corporation. 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.

**4.02 Indemnification.**

The corporation shall indemnify all Directors, officers, employees, volunteers and agents to the fullest extent permitted by C.R.S. sections 7-129-101 et. seq., as amended. However, the corporation shall not indemnify any person, nor advance any expense or purchase any insurance, in any manner or to any extent that would jeopardize or be inconsistent with the corporation's status as an organization described in Section 501(c)(3) of the Internal Revenue Code, or that would cause the imposition of any liability under Section 4958 of the Internal Revenue Code.

#### **4.03 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/her against liability under the provisions of this Section or the Act.

#### **4.04 Contracts, Conveyances and Encumbrances.**

Contracts of the corporation may be entered into by the officers or agents of the corporation authorized by these Bylaws or by the Board of directors, and this authority may be general or specific.

Property of the corporation may be assigned, conveyed, or encumbered by officers or agents of the corporation authorized to do so by the Board, and authorized persons will have power to execute and deliver all instruments of assignment, conveyance, and encumbrance; however, the sale, exchange, lease, or other disposition of all or substantially all of the property and assets of the corporation will be authorized only in the manner prescribed by the Colorado Revised Nonprofit Corporation Act.

### **Article V. Fiscal Year**

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

### **Article VI. Books and Records**

#### **6.01 Minutes, Proceedings.**

The corporation will keep as permanent records minutes of all meetings of the board of directors, a record of all actions taken by the board of directors, a record of all actions taken by a board committee in place of the board on behalf of the corporation, and a record of all waivers of notices of meetings of the board or any board committee.

#### **6.02 Accounting Records.**

The corporation will maintain appropriate accounting records.

### **6.03 Records in Written Form.**

The corporation will maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

### **6.04 Records Maintained at Principal Office.**

The corporation will keep a copy of each of the following records at its principal office: 1) the corporation's articles of incorporation; 2) these bylaws; 3) a list of the names and business or home addresses of the current directors and officers; 4) a copy of the most recent corporate report delivered to the Colorado Secretary of State; 5) financial statements, if any, prepared for at least the last three years; 6) the corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; 7) the corporation's annual tax information returns for at least the last three years; and 8) all other documents or records required to be maintained by the corporation at its principal office under applicable law or regulation.

## **Article VII. Amendments**

### **7.01 Amendments.**

These bylaws may be amended at any meeting of the Board of Directors by a majority vote of all of the Directors then in office.

### **7.02 Effective Date of Amendments.**

Amendments to these bylaws shall take effect upon adjournment of the meeting of the Board of Directors at which they are adopted unless otherwise provided.

### **BYLAWS CERTIFICATE**

The undersigned certifies that he/she is the secretary of DEVELOPMENTAL DISABILITIES RESOURCE CENTER, a Colorado nonprofit corporation, and he/she may execute this certificate on behalf of the corporation. The undersigned further certifies the document attached to this certificate is a complete and correct copy of the bylaws currently in effect for the corporation.

Dated: August 28, 2024.

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Name:

Secretary