

COLORADO BLUESKY ENTERPRISES, INC.

Know by all these present that we hereby establish the bylaws of **Colorado Bluesky Enterprises, Inc.**, pursuant to C.R.S., 27-10.5 **1995** as amended.

ARTICLE I – CORPORATION NAME

The name of the corporation shall be **COLORADO BLUESKY ENTERPRISES, INC..**

ARTICLE II – MISSION

MISSION STATEMENT

Colorado Bluesky Enterprises, Inc. believes that all persons have the right to live, learn, and work in the community with the hope, dignity, choices, opportunities and responsibilities accorded all citizens. (Board approved **March 1998**)

Pursuant to CRS 27-10.5, AS AMENDED, **1995** the purpose of the corporation is to function as a not for profit, incorporated, community centered board, which shall serve the geographic area of Pueblo, and Pueblo County.

To insure the achievement of our mission, Colorado Bluesky Enterprises, Inc. shall:

- A. Provide self-directed supports and services for persons with developmental disabilities regardless of age or degree of disability.**
- B. Enable persons with developmental disabilities to increase independence, productivity and social inclusion within the community.**
- C. Provide accountable and measurable supports and demonstrate the level of each individual's successes through published outcomes.**
- D. Develop business ventures to perpetuate the mission of Colorado Bluesky Enterprises, Inc. to include but not be limited to – ownership of a low-income housing project (TO PROMOTE, DEVELOP, PURCHASE, CONSTRUCT, DISPOSE, REHABILITATE, LEASE, FINANCE, OWN, OPERATE, MANAGE AND SUBSIDIZE AFFORDABLE HOUSING FACILITIES AND SERVICES FOR LOW-INCOME AND VERY LOW-NCOME PERSONS).**

ARTICLE III – CORPORATION EXISTENCE

The term of the existence of this corporation shall be perpetual.

ARTICLE IV – ADDRESS

The principal office of the Corporation shall be 115 West 2nd Street, Pueblo, Colorado 81003.

ARTICLE V – BOARD MEMBERSHIP

SECTION I

The Board of Directors of the Corporation shall consist of no less than **five (5) directors**.

SECTION II

A quorum shall consist of fifty percent (50%) plus one of the established number of Directors set by the Board of Directors. Each Director shall have one (1) vote and a majority shall be required to carry all motions.

SECTION III

The Board of Directors may declare vacant the office of any Director **or** Officer who shall be absent from three (3) consecutive meetings of the Board of Directors without a reasonable excuse **or for any other just cause**. **Any removal of a Director from the Board shall be achieved by written notice, signed by the Board President.**

SECTION IV

Regular meetings of the Board of Directors shall be held at a time and place as determined by the Board. Special meetings of the Board of Directors shall be held at a time and place determined by the Board **or Executive Committee of the Board**. **All Board meeting dates and meeting places shall be published**. Notice shall be given to all members of the Board for the special meeting. Notice shall include the subject of the meeting **and no** other business shall be transacted at such special meetings, except the subject **of the special meeting**.

SECTION V

The Board shall have a **self-perpetuating Board of Directors**. This corporation has no membership.

ARTICLE VI – BOARD PRESIDENCY

SECTION I

The officers of the Corporation shall be President, Vice-**President**, Secretary and Treasurer, **and past President**, each of whom shall serve for a term of one year or until their successors are elected.

SECTION II

The President shall:

- Preside at all meetings of this corporation, the Board of Directors and the Executive Committee.
- Authenticate by personal signature when necessary, all acts, orders and proceedings of the corporation **as required by law**.
- Have such powers and perform such other duties as prescribed by these by-laws and shall have, in general, the powers and duties usually associated with the office of the president.

SECTION III

The Vice **President** shall:

- Succeed to the presidency in case of vacancy in that office.
- Perform the duties of the president when the president is absent.
- Chair the Personnel / Board Affairs Committee and report all recommendations in the form of motions to the Board of Directors at the next Board meeting.

SECTION IV

The Secretary shall:

- Attest by signature to all records of all meetings of the Board of Directors and Executive Committee. **The secretary shall sign all documents as required by law and participate as a member of the Executive Committee.**

SECTION V

The Treasurer shall:

- **Chair all investment committee meetings of the Board of Directors.**
- **Sign all pertinent documents as required by law.**

ARTICLE VII - EXECUTIVE COMMITTEE

SECTION I

The Executive Committee of the Corporation shall consist of the officers of the Corporation.

SECTION II

The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board. All proceedings of the Executive Committee shall be reported to the Board at its next regular meeting and **such actions** shall be subject to change or alteration by the Board of Directors by a two-thirds (2/3) vote.

SECTION III

The Executive Committee may meet between meetings of the Board and at other such times as the President may find necessary to properly transact the business of the Corporation. A meeting of the Executive Committee may be called by the President or by any three officers.

SECTION IV

Members of the Executive Committee are designated as signatories to any legal documents required by the Board.

SECTION V

The Executive Committee shall be the corporation's financial committee and shall review the monthly financial and year-to-date reports **with the Finance Director and the Chief Executive Officer** prior to the monthly Board meeting.

ARTICLE VIII – CHIEF EXECUTIVE OFFICER (CEO)

SECTION I

The Board of Directors of the Corporation shall employ the Chief **Executive Officer**. The Board **of Directors shall determine the CEO's salary and benefits**. The sole authority and responsibility for carrying out the policies of the Board and the administrative policies of the Corporation shall rest **with the CEO**. **The CEO's performance shall be reviewed annually which shall include salary and benefits.**

SECTION II

The Chief **Executive Officer** shall:

- **Be directly responsible to the Board of Directors for the operation of the agency and shall staff all the Board's Committee meetings with the appropriate staff.**
- **Have an annual budget prepared and presented to the Board of Directors for approval and shall submit all necessary information as required to Developmental Disabilities Services, and other such governmental agencies.**

- **Ensure that financial reports shall be reported to the Executive Committee and to the Board** at the regular Board meetings stating the financial condition of the Corporation.
- Ensure that a full fiscal audit **by a CPA** for the previous fiscal year is provided to the Board of Directors no later than December of the following fiscal year.
- **Ensure the Corporation follows all laws, policies and procedures as they pertain to the Corporation.**
- Negotiate directly with the various State and County Departments of Government and any other entity regarding all fiscal and programmatic matters of policy in providing **supports** to persons with disabilities.
- Be responsible to the Board to provide all pertinent information regarding the operation of the Corporation and keeping the Board apprised of all issues affecting the status of the Corporation on a monthly basis.
- Be responsible for developing the planning process and ensuring **that the Three Year Plan is implemented.**
- **Is responsible to the Board to keep the agency solvent.**

ARTICLE IX – CORPORATION RESPONSIBILITIES

SECTION I

No part of the earnings of the Corporation shall be used for the benefit of or be distributed to the Board of Directors, officers or other private persons except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions. Reasonable expenses of the Board Member may be paid in the performance of their official duties.

SECTION II

The Corporation shall not participate in, or intervene, (including the publishing or distribution of statements) in political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501©3 of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law or by a corporation, contributions to which are deductible under Section 170©2 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

SECTION III

The Board of Directors shall require the Chief **Executive Officer** to provide a master plan which addresses all current benefits and projected benefits **every two (2) years to be reviewed by the Executive Committee.**

Action shall be taken on the Personnel / Board Affairs Committee's recommendation at the Board of Directors' meeting and the Administration shall incorporate the benefits plan in the annual budget which is to be reviewed by the Board of Directors in August and approved in September of each year.

ARTICLE X – CORPORATION DISSOLUTIONS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt Code of 1954 or for return to the various Local, State and Federal Agencies from whom the monies were derived.

ARTICLE XI – AFFIRMATIVE ACTION

The Board shall expressly prohibit discrimination practices of employment for reasons of sex, religion, creed, ethnic origin, handicap or age. It shall also seek and maintain a representative balance between minority groups and a general composition of the **persons** served. The Corporation shall institute and practice the principles of an affirmative action plan as defined by the federal and state regulations.

The Chief **Executive Officer** is specifically charged with the responsibility **of** this policy.

ARTICLE XII – GOVERNING REGULATIONS

This Corporation shall abide by all laws and governmental regulations promulgated which pertain to the operation of community centered boards.

ARTICLE XIII – CONFLICT OF INTEREST

SECTION I

Any member of the Board of Directors who has a personal gain shall refrain from voting on the issue and shall ask that the record show that the Board member refrained from voting on the issue.

SECTION II

Staff members of **Colorado Bluesky Enterprises, Inc.** and employees of Board members of approved service agencies of **Colorado Bluesky Enterprises, Inc.** are prohibited from serving on the Board of Directors.

ARTICLE XV – OPEN MEETINGS

SECTION I

Board meetings not regarding legal and/or personnel matters shall be open to the public.

SECTION II

Adequate notice of scheduled Board meetings shall be provided to members of the Board of Directors. Such notices shall be made available for posting in all facilities of the **Colorado Bluesky Enterprises, Inc.**, including approved service agencies, and shall be made available to anyone who requests the notices.

SECTION III

Written minutes of all public Board meetings shall be filed as a matter of agency record and shall be available to the public for scrutiny upon request. Copies of approved Board minutes and notices of meetings will be made available for the charge of postage.

ARTICLE XVI – BYLAW AMENDMENTS

These bylaws may be amended by two-thirds (2/3) vote of the set number of voting members of the Board of Directors for such purpose.



Amendments to the bylaws were approved by more than two-thirds (2/3) vote of the Board of Directors at the Board of Directors' meeting February 11, 1998.